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the AMAZING SPIDER-MAN

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EPIC COLLECTION

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"MYSTERIES OF THE DEAD"

AMAZING SPIDER-MAN #312, FEBRUARY 1989
"THE GOBLIN WAR!"

AMAZING SPIDER-MAN #313, MARCH 1989
"SLITHEREENS"

AMAZING SPIDER-MAN #314, APRIL 1989
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"FINALE IN RED!"

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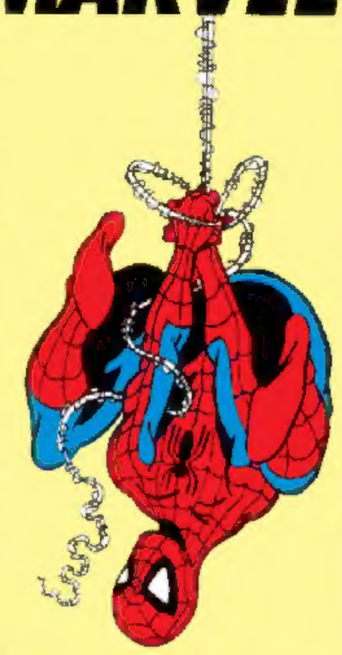

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the AMAZING SPIDER-MAN®

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THE RETURN OF THE MAN CALLED MYSTERIO!™

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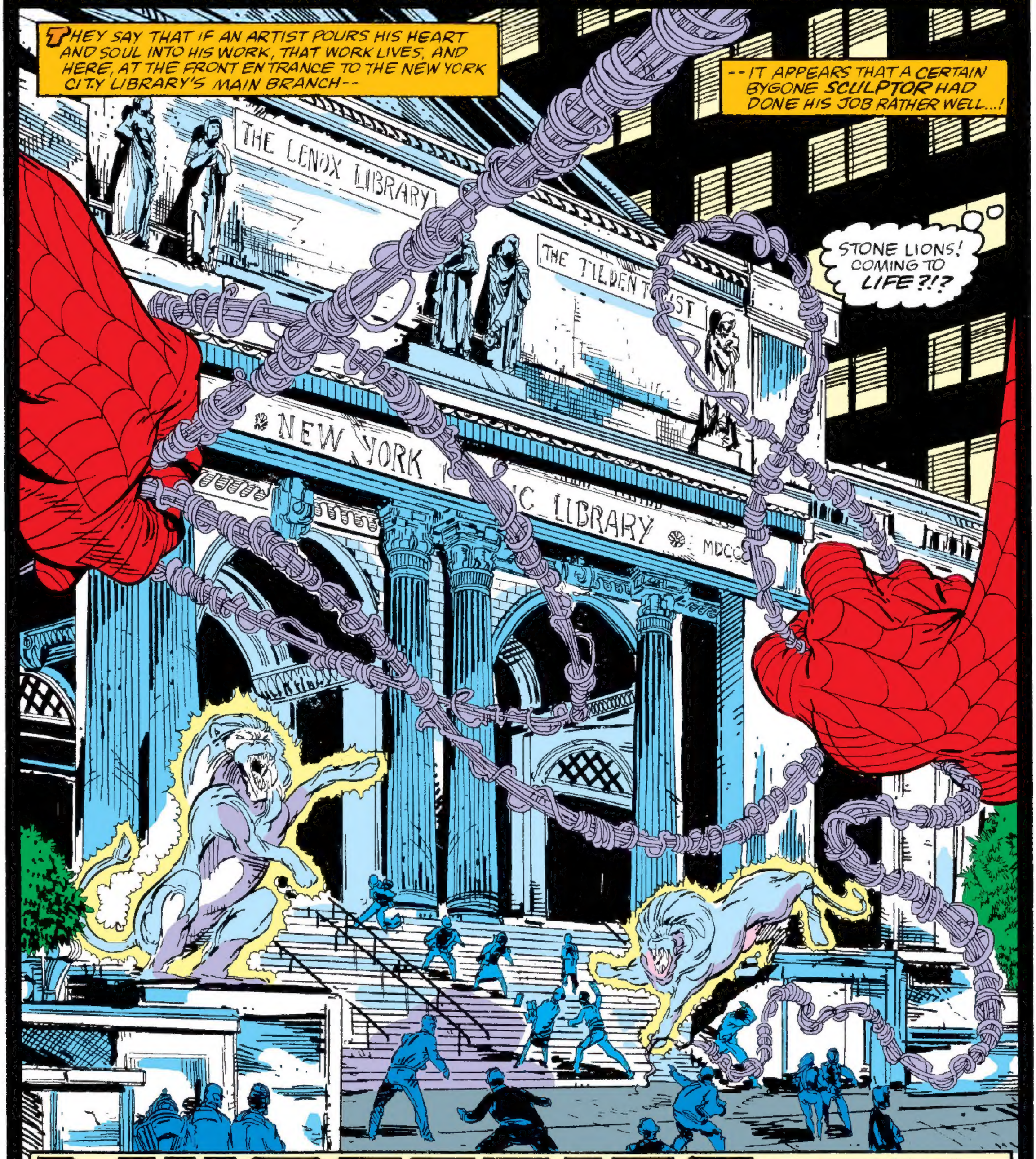

MYSTERIES OF THE DEAD

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NEXT TIME I START THINKING I'VE SEEN IT ALL--

--SOMEBODY SLAP ME!

RRRRAAARRR--

-- RRRRrrrk!

BACK OFF, LEO!

WHAT HAPPENED HERE?

B-B-BEATS ME! I-I WAS ON MY WAY TO WORK ON A TERM PAPER, WH-WHEN THOSE STATUES JUST STARTED *ATTACKING!*

I'VE HEARD RUMORS ABOUT A *LOT* OF WEIRD THINGS GOING ON THE LAST *24* HOURS! BUT RIGHT NOW--

--I'VE GOT MY *OWN* PROBLEMS! AND HEAVEN KNOWS--

CRITCH

"--I DON'T NEED ANY *OTHERS!*"

42ND STREET LIBRARY AREA! *NOW!*

CIVILIANS SAFE! STONE TABBIES ARE CONCENTRATING ON *ME!* TIME TO GIVE THEM--

--SOMETHING *ELSE* TO THINK ABOUT!

KRUNKLEST

THEY'RE IN PIECES-- BUT STILL *MOVING*?!

I-I'M STARTING TO FEEL A LITTLE =GULP= QUEASY!

GRRRRR

BETTER LEAVE... NAUSEA CAN GET *MESSY* WHEN YOU WEAR A MASK!

EEEEEEE

SCREAMS!

I'LL JUST GRAB THE *AUTOMATIC CAMERA* I WEBBED TO THIS WALL, AND--

SELLING NEWS PHOTOS IS HOW I DEFRAY THE COSTS OF MY *GRADUATE PROGRAM* AT THE UNIVERSITY!

I JUST HOPE MY *NEXT* SUBJECT ISN'T AS SPOOKY AS THOSE *LIONS!*

AH! AN OLD-FASHIONED MUGGING!

ALLEY'S KIND OF FOGGY-- PROBABLY THE FREAK *HEAT WAVE* WE'RE HAVING-- BUT I THINK I RECOGNIZE THE CULPRIT! I'LL JUST SET UP MY CAMERA AND...

THWIPP

WELL, WELL! "PEANUTS" MULROONY!

I HAVEN'T BUSTED YOU IN WEEKS!

SPIDER-MAN?!

W-WE'RE SAVED, TOMMY!

I TOLD YOU NEW YORK WAS A FRIENDLY TOWN, BEV!

SHUCKS, FOLKS, ALL IN A NIGHT'S-- HUH?

WALL QUIVERING! LIKE AN *EARTHQUAKE!*

NOW THE BRICKS ARE PULLING AWAY!

FORMING SOME KIND OF *GIANT!*

WHAT THE DEVIL IS *GOING ON?!*

THOK

PRUNCH

HITTING THIS GUY IS LIKE HITTING A BRICK WALL!

WHAT AM I SAYING?! HE *IS* A BRICK WALL!

TOMMY! WH-WHAT ARE YOU DOING?

SPIDER-MAN HELPED *US*, SWEETHEART! NOW WE'VE GOT TO HELP--

BAP

EEEEEEEEEEE!

KWULSH

WHA--? H-HE... ..... THAT...

YOU SLEAZY, DIRT-EATING--

DARKNESS

TOMMY, HE...H-HE'S... DEAD.

NO. AW, PLEASE... NO.

POLICE ARRIVE. AMBULANCES FOLLOW.

TOO LATE, OF COURSE.

YOUR STORY'S CRAZY, WEB-SLINGER, BUT THE WOMAN CORROBORATES IT. WE'LL STILL NEED A FORMAL STATEMENT--

TOMORROW.

RIGHT NOW...

... I REALLY HAVE NOTHING TO SAY.

EVENING LENGTHENS; THE UNNATURAL HEAT LINGERS.

WHILE AT THE **BEDFORD TOWERS** CONDOMINIUM RESIDENCE...

... DISCOMFORT AND FRUSTRATION TAKE THEIR TOLL...

TERRIFIC. FIRST, THE BUILDING'S **AIR CONDITIONING** GOES OUT! NOW THE **PHONES** ARE ON THE FRITZ!

EVERY TIME I TRY CALLING, I DON'T EVEN GET A DIAL TONE--JUST SOME KIND OF **CACKLING!** I'VE NEVER HEARD ANYTHING SO--

--BIZARRE?

SOMETHING ON THE BALCONY!

COMING INSIDE!

;WHEW< PETER! YOU GAVE ME SUCH A --HEY.

SOMETHING WRONG?

HE SITS; HE TALKS. HIS WORRIED WIFE LISTENS...

I WAS RESPONSIBLE, MARY JANE. AT LEAST INDIRECTLY. IT WAS *MY* FIGHT!

NOW MY PRIORITIES, MY VALUES, ARE ALL CONFUSED.

I DON'T KNOW WHAT'S REALLY *IMPORTANT* ANYMORE.

I DIDN'T EVEN THINK TO GET MY *CAMERA* BACK. TAKING AND SELLING PICTURES SEEMED SO *IRRELEVANT.*

I'VE FACED TOUGH SITUATIONS BEFORE. BUT BLAST IT, SOMEONE *DIED!* AND BECAUSE OF ME! HOW DO I *DEAL* WITH THAT?

I... I...

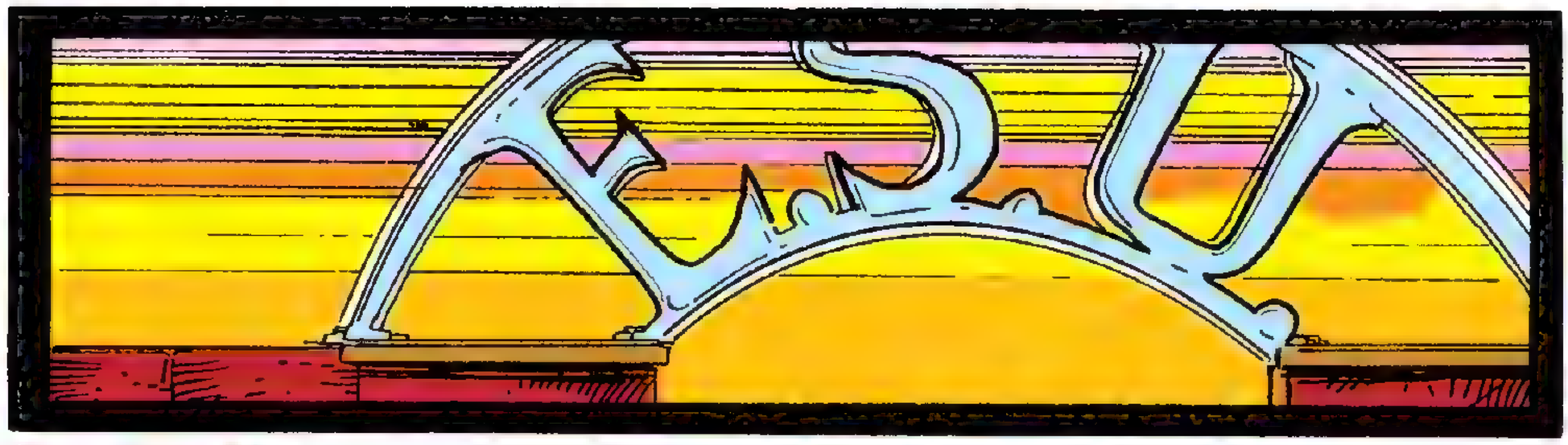
WHAT CAN I SAY? WHAT SHOULD I *DO--?*

THANKS FOR LISTENING, MJ. IT HELPED A BIT. BUT NOW--

--I THINK I JUST WANT TO SLEEP.

IF ONLY HE COULD.

THE NEXT MORNING-- EMPIRE STATE UNIVERSITY.



A PHYSICS LECTURE IS BARELY HEARD...

TO REITERATE: THE THERMODYNAMIC PROPERTIES OF LESSER--

CAN'T CONCENTRATE. KEEP SEEING THAT MAN'S FACE. HEARING THE WOMAN'S SCREAM.

NUTS.

MR. PARKER?

ARE WE BORING YOU?

BETTER HEAD FOR THE LAB. MAYBE--

--WELL, HEY.

CURT CONNORS!

WHO-- PETER?

IT'S GOOD TO SEE YOU.

I'VE STARTED UP MY GRADUATE STUDIES AGAIN, DR. CONNORS.

MAYBE WE CAN WORK TOGETHER SOMETIME.

HMM? OH, YES! OF COURSE!

YOU OKAY? YOU SEEM DISTRACTED.

NO, NO, MERELY ADJUSTING TO THE NEW TERM. I'LL UM SEE YOU LATER, PETER.

ACTUALLY, I *HAVE* BEEN FEELING ODD-- PROBABLY JUST THE STRANGE WEATHER.

AND WHY BOTHER YOUNG PARKER ABOUT IT? I'M SURE HE'S GOT TROUBLES OF HIS OWN...!

INDEED. BUT HE TRIES TO FORGET THEM AS HE ENTERS THE SCIENCE BUILDING WHERE, ALONG WITH BRITISH TRANSFER STUDENT **ANNE-MARIE BAKER**, HE WORKS AS A RESEARCH ASSISTANT FOR **DR. EVAN SWANN**...

WHY, UM, HELLO, PETER.

EVERYTHING GOING WELL?

SURE, DR. SWANN.

FINE, FINE. UH, CARRY ON.

--WHEN IT CAME OUT THAT HE'D *BOUGHT* HIS HIGH SCHOOL DIPLOMA!* THE UNIVERSITY WAS WISE ENOUGH TO WANT TO KEEP HIM ON--

--BUT THEY STILL HAD TO DISCIPLINE HIM. HE WAS STRIPPED OF TENURE AND PRIVILEGES, AND HE HASN'T QUITE GOT OVER THAT YET.

WISH I COULD BE MORE SYMPATHETIC, BUT MY MIND KEEPS COMING BACK TO MY *OWN* PROBLEMS. JUST WHAT I NEED.

DOC SWANN STILL HASN'T GOTTEN HIS OLD FIRE BACK, HAS HE?

`FRAID NOT. HE SUFFERED QUITE AN EMOTIONAL SETBACK--

*SEE LAST ISSUE. --J.S.

SOMETHING **ELSE** TO FEEL GUILTY ABOUT!

WHILE THAT NIGHT...

Mustang Ed's

I FEEL A LITTLE *GUILTY*, PETER.

THANKS, YOU'RE A DEAR. WE'LL JUST KNOCK BACK A COUPLE OF DIET SODAS, AND THEN LEAVE WITHOUT--

I *THOUGHT* I'D FIND YOU HERE, YOU WORM!

DON'T BE SILLY. WE AGREED TO ATTEND THIS PUBLICITY BASH WEEKS AGO. *LE DERRIÉRE* PICKED YOU AS THE MODEL FOR THEIR *JEANS* ADS, AND SINCE THEY'RE *SPONSORING* THIS SHINDIG, WE COULDN'T VERY WELL CANCEL AT THE LAST MINUTE.

YOU SWORE YOU'D LAND ME THE *LEAD* IN THOSE NETWORK SPOTS! AN' WHAT'D I GET? A CROWD SHOT! WHAT KINDA AGENT *ARE* YOU?

SPUD'S BUD

C'MON, HAL! S-SOMETIMES SHOWBIZ AIN'T PRETTY!

YEAH? YOUR *FACE* AIN'T GONNA LOOK SO SWEET EITHER, ONCE I GET THROUGH WITH--

YOU'RE CREATING A DISTURBANCE, SIR.

WOULD YOU COME WITH ME, PLEASE?

KERSH

YA WANT ME? COME AN' GET ME!

:TSK: HOPALONG WOULD NEVER APPROVE!

HUH--? LEMME GO, OR I'LL--

SAVE THE THREATS HOTSHOT! I'M NOT IN THE MOOD.

SOON...

PROBABLY A BLASTED PRODUCER...!

THANKS, BUDDY.... WE'LL TAKE IT FROM HERE.

SORRY, MJ I HAD TO--

HUSH, PARDNER.

LET'S GO TO THE UPSTAIRS "CORRAL,"

WE NEED TO TALK.

AND MOMENTS LATER, ON AN ISOLATED BALCONY...

YOU KNOW, YOU JUST RISKED YOUR *LIFE* FOR A TOTAL STRANGER.

IT WASN'T MUCH OF A RISK WITH MY POWERS.. EVEN HOLDING BACK.

UH-HUH. AND WHAT IF YOU *DIDN'T* HAVE SUPER POWERS?

HUH? WELL, UH, I-I GUESS I WOULD HAVE TRIED TO *TALK* HIM OUT OF IT. OR...?

YOU WOULD HAVE DONE *SOMETHING*, PETER! BECAUSE THAT'S A PART OF YOU! AND THAT'S EXACTLY WHAT THAT MAN IN THE *ALLEY* DID!

YOU BRAVE DANGER TO HELP PEOPLE EVERY DAY, AND *I* LIVE WITH THAT OUT OF RESPECT FOR YOU. NOW *YOU* HAVE TO RESPECT IT IN THE MAN WHO DIED! IT WAS *HIS* CHOICE!

SPIDER-MAN JUST HAPPENED TO BE INVOLVED, BUT HE PROBABLY WOULD HAVE DONE THE SAME IF *ANYONE* HAD BEEN IN JEOPARDY.

AND SO WOULD *YOU.*

I... I NEVER THOUGHT OF IT LIKE THAT. GUESS I *HAVE* BEEN SELFISH, EXPECTING UNDERSTANDING FROM OTHERS, BUT NOT WILLING TO GIVE IT MYSELF.

THE MAN'S DEATH STILL SADDENS ME--A *LOT*--BUT MAYBE I CAN ACCEPT IT NOW. THANKS FOR SETTING ME STRAIGHT, LADY.

"AS SOON AS THIS PARTY'S OVER, I'M GOING TO GET MY CAMERA FROM THAT ALLEYWAY--

"--AND THEN GET ON WITH THE REST OF MY LIFE!"

WEBBING DISSOLVED AFTER AN HOUR. CAMERA DROPPED TO A LEDGE.

BUT IT'S STURDY, SHOULDN'T BE DAMAGED. AT LEAST IT DIDN'T FALL ALL THE WAY TO THE... GROUND?

I DON'T GET IT! WHERE'S THE *RUBBLE?* THERE'S NO SIGN OF A FIGHT AT ALL! EVEN THE WALL THAT BRICK MONSTER CAME FROM IS INTACT!

IT'S LIKE EVERYTHING THAT HAPPENED LAST NIGHT WAS JUST A DREAM! AN *ILLUSION!*

I MEAN, SURE, THE ALLEY WAS *FOGGY*, BUT THERE'S NO WAY I COULD HAVE-- WAIT A MINUTE!

FOG?

ILLUSION?

BINGO.

AND SOMETIME LATER, AT A WATERFRONT BISTRO FREQUENTED BY THE CITY'S LESS ILLUSTRIOUS INHABITANTS...

OH, GAR-SONE! ANOTHER ROUND O' BREWSKIES FER MY FRIENDS!

DRINK UP, DIMPLES! WHEN OL' "PEANUTS" IS IN THE CHIPS, HE *SHARES* IT!

YO --! BAR-KEEP! I SAID " BRING US ANOTHER--"

--EH? WHAT'S EVERYONE STARIN' AT?

YOU'RE A CREATURE OF HABIT, MULROONY. YOU WEREN'T HARD TO FIND. BUT NOW I NEED TO FIND THE MAN WHO *PAID* YOU. AND YOU'RE GOING TO TELL ME WHERE HE *IS*.

AREN'T YOU?

WOULD YOU LIKE ME TO DRAW YOU A *MAP*, SIR?

BUT THAT PROVES UNNECESSARY. FOR **MOST** MANHATTANITES ARE ALREADY AWARE OF THE RESURGENCE OF FILM PRODUCTION IN THEIR FAIR CITY--

-- AND OF THE EAST SIDE WAREHOUSE THAT WAS RECENTLY CONVERTED INTO A SOUND STAGE.

WHILE **SOME** EVEN KNOW HOW TO GET INSIDE...!

I **HATE** STORM DRAINS!

BUT WALTZING IN THE FRONT DOOR COULD BE EMBARRASSING IF I'M WRONG!

WHICH I'M NOT! THAT *MIST* CLENCHES IT! THERE'S ONLY ONE MAN WHO COULD BE BEHIND ALL THIS!

MYSTERIO!

IT WAS *MULROONY*, WASN'T IT? I SHOULD HAVE KNOWN. BUT I COULDN'T RESIST ADDING AN ELEMENT OF FAMILIARITY TO MAKE MY ULTIMATE ILLUSION MORE *BELIEVABLE*!

I HAD SPOTTER-TEAMS STATIONED FOR DAYS, WAITING TO REPORT WHERE YOU WERE SO I COULD *ACTIVATE* THAT ILLUSION! SO I COULD INSTILL IN YOU THE BELIEF THAT YOU WERE THE CAUSE OF AN INNOCENT MAN'S *DEATH*!

BUT *WHY*?

YOU'VE DEFEATED ME BEFORE, SPIDER-MAN, PARTLY BECAUSE OF THE CONVICTION THAT YOU *COULD*! I SOUGHT TO SHAKE YOU, TO UNDERMINE YOUR CONFIDENCE! TO WEAKEN YOU PSYCHOLOGICALLY SO THAT *I* COULD DEFEAT *YOU*!

AND THUS PURSUE THE WEALTH AND FAME I'VE SO LONG COVETED, *WITHOUT* YOUR ANNOYING INTERFERENCE!

SOMETHING'S WRONG! HE'S *TALKING* INSTEAD OF ATTACKING! TRYING TO DISTRACT ME FROM--

--THE MIST! ITS CHEMICALS DULL MY EARLY-WARNING *SPIDER-SENSE*!

BLAST IT, MYSTERIO! YOU WON'T GET ME *THAT* EASILY!

AND YOU, SPIDER-MAN, WON'T GET *ME* AT ALL!

HE DISAPPEARED! WEBBING'S GOING RIGHT THROUGH!

LOOKS LIKE HIS MASTERY OF *SPECIAL EFFECTS* HASN'T DIMINISHED!

BUT HE'S NO GHOST! HE HAD TO GO *SOMEWHERE!*

THAT DOOR--!

SPRAKASH

A SET! FOR SOME KIND OF *SCIENCE-FICTION* MOVIE! COMPLETE WITH SPACE SHIPS RAY GUNS--

STAR FIGHT IV. THE RETURN OF THE SEQUEL

--AND ALIENS? WOW. THAT'S SOME ILLUSION!

CORRECTION: THAT'S NO ILLUSION!

MYSTERIO IS A MASTER OF ROBOTICS AS WELL AS FX!

LOOKS LIKE I'LL HAVE TO SMASH MY WAY THROUGH THESE GUYS TO GET TO THEIR MASTER! BUT IF THAT'S WHAT IT TAKES --!

WHA--?! THAT ONE WAS AN ILLUSION! WITHOUT MY SPIDER-SENSE, I CAN'T TELL WHICH ARE WHICH!

MAYBE I'D BETTER GET OUT OF--

--BLAST! FORGOT THE MIST ALSO DISSOLVES MY WEBBING!

THWIP!

BUT IF I CAN'T GO UP--!

SPLUTCH

MUST BE THE BASEMENT LEVEL! ALL KINDS OF PIPE AND CONDUITS!

AND THAT GIVES ME AN IDEA!

MYSTERIO NEEDS **POWER** TO CREATE THOSE ALIEN ILLUSIONS! MORE POWER THAN HE COULD GENERATE WITH HIS COSTUME!

.HE MUST BE TAPPING INTO THE **STUDIO**'S POWER SUPPLY BY REMOTE-CONTROL!

IF I CAN DESTROY THE **SOURCE**--!

THERE'S THE CIRCUIT BOX! NOW TO--

HUH?!

YOU KILLED ME, SPIDER-MAN! WHY WON'T YOU JUST LEAVE ME IN PEACE?

LIKE THE OLD PROVERB SAYS: " FOOL ME ONCE, SHAME ON YOU! FOOL ME *TWICE*--

SORRY, MYSTERIO! THAT GUILT TRIP WON'T WORK AGAIN!

THWIP

"SHAME ON *ME!*"

KKKRRRZZZ

THE CIRCUITRY IN HIS COSTUME IS GOING HAYWIRE, TRYING TO COMPENSATE FOR THE DISRUPTION OF POWER! MY BET IS--

"--IT *WON'T!*"

THUD

WELCOME TO *REALITY*, PAL....!

LATER, AT THE BEDFORD TOWERS...

THANKS AGAIN FOR BEING STRONG FOR ME, MARY JANE.

I DON'T KNOW WHAT I'D DO WITHOUT YOU. I *ALSO* DON'T KNOW WHY MYSTERIO CREATED ALL THOSE *OTHER* ILLUSIONS, LIKE THE LION STATUES AND ALL.

BUT NOW THAT HE'S IN POLICE CUSTODY--

"--I GUESS"

"--ALL THE CRAZINESS--

"--WILL *STOP!*"

?!

FOOP

EPILOGUE: HICKSVILLE, L.I. INSIDE HARRY OSBORN.

AAAAAA!

HARRY! HARRY, WHAT IS IT?

IT... IT'S NOTHING, LIZ. JUST A DREAM. THE PRESSURES OF RUNNING THE FAMILY BUSINESS, I GUESS.

LISTEN, I'M GOING TO CHECK ON NORMAN. YOU GO BACK TO SLEEP, OKAY?

BOY'S FINE, OF *COURSE* HE IS!

GOTTA GET MY HEAD TO-GETHER!

CAN'T LET THOSE *NIGHTMARES* GET ME DOWN!

I'VE ALLOWED THE PAST TO SCREW UP *MY* LIFE BEFORE, BUT I WON'T LET IT AFFECT MY *SON*! UH-UH.

NO WAY!

TO FIND OUT HOW **WRONG** HARRY IS, CHECK OUT **SPECTACULAR** #146 -- AND THEN BE BACK HERE NEXT ISSUE FOR MORE ON "INFERNO" -- AND A FIGHT YOU **NEVER** THOUGHT YOU'D SEE!

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The GREEN GOBLIN™ VERSUS THE HOBGOBLIN™!

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AMAZING
SPIDER-MAN

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A
TALE
of

BUT... BUT I'M *NOT* THE GREEN GOBLIN! I-I'M *HARRY OSBORN!* IT WAS MY FATHER, *NORMAN* OSBORN--

"-- WHO WAS THE *REAL* GREEN GOBLIN! H-HE DEVISED THE SERUM THAT GAVE HIM SUPER STRENGTH--

"-- DESIGNED THE GOBLIN GLIDER, AND THE PUMPKIN BOMBS HE USED FOR WEAPONS!

"I JUST TOOK THAT IDENTITY WHEN DAD DIED! FOR A SHORT WHILE WHEN I WAS... *U-UN-STABLE!*

"BUT THINGS ARE *DIFFERENT* NOW! I HAVE A WIFE, A SON! I-I RUN THE FAMILY BUSINESS! I'M *HAPPY!*

"AT LEAST, I *WAS!*

"BUT THIS MORNING,* THE *HOBGOBLIN* ATTACKED MY FAMILY, DEMANDING TO KNOW WHERE '*IT*' WAS!

"I DIDN'T UNDERSTAND, SO I BOUGHT TIME BY SAYING 'IT' WAS AT MY OFFICE IN MANHATTAN!

"WHEN HE LEFT, HE PROMISED HE'D BE *BACK* IF I'D LIED TO HIM!

* *IN WEB OF SPIDER-MAN #47.* -- JIM

"BUT FOR SOME REASON, MY *MEMORIES* RETURNED INSTEAD!

"MEMORIES OF WHO I'D BEEN--

"-- AND OF WHAT I'D *HIDDEN* BENEATH THE FLOORBOARDS IN THE ATTIC!

"IN CASE OF... EMERGENCY!

" BUT DO I *REALLY WANT* TO DO THIS? WHEN I WAS THE GREEN GOBLIN, I BECAME *EVIL*! WHAT IF...?"

HARRY? ARE YOU IN THERE? WE'VE BEEN LOOKING FOR YOU!

LIZ! AND LITTLE NORMIE! I *HAVE* TO TAKE THE CHANCE! I'M SCARED, BUT MY FAMILY IS AT STAKE! AND WHILE "HARRY OSBORN" MIGHT NOT BE ABLE TO PROTECT THEM, BY ALL THAT'S HOLY--

-- THE *GREEN GOBLIN* CAN!

HARRY? I THOUGHT I HEARD SOMETHING BREAKING! ARE YOU ALL RIGHT?

HARRY...?

WHOOP!

MUST HAVE GUIDED THIS THING BY *INSTINCT* BEFORE!

THERE!

STARTING TO GET THE HANG OF IT!

JUST WISH I'D HAD MORE TIME TO *PRACTICE*--

--BEFORE HAVING TO BET MY *LIFE* ON IT!

HARRY CONCENTRATES, BARELY AWARE OF THE CHANGES IN THE MIGHTY METROPOLIS BELOW:

THE UNNATURAL HEAT... THE CLOUDS THAT ROIL LIKE LIVING THINGS... THE EMPIRE STATE BUILDING THAT HAS, IMPOSSIBLY, GROWN TALLER THAN THE WORLD TRADE CENTER!

ODDITIES THAT LESS-OBSESSED RESIDENTS FIND HARD TO IGNORE..!

YOU'RE THE NEWS PHOTOGRAPHER, PETER. SO TELL ME: WHAT'S WRONG WITH THIS PICTURE?

I DON'T KNOW, MARY JANE. I'VE HEARD ALL KINDS OF RUMORS, BUT NONE OF THEM MAKES SENSE. I'M STARTING TO GET WORRIED.

THINK I MIGHT RUN OVER TO QUEENS AND CHECK ON AUNT MAY.

IF YOU'LL WAIT TILL I'VE FINISHED THE MAGAZINE LAYOUT I'M DOING, I'LL GO WITH YOU.

OH. YOU'RE STILL POSING FOR THAT JEWELRY AD?

UH-HUH. THE SHOOT'S BEEN MOVED INDOORS BECAUSE OF THE WEATHER, BUT A JOB'S A JOB. YOU, UM, GONNA HEAD OVER TO THE DAILY BUGLE?

YEAH, I GUESS. LIKE YOU SAY, WORK'S WORK, RIGHT?

NEITHER WANTS TO GO; BOTH WAIT FOR THE OTHER TO ASK THEM TO STAY. BUT SOMETIMES--

WELL, SEE YA.

YEAH. SEE YA.

--PRIDE HAS ITS PRICE.

THERE IT IS! THE *OSBORN CHEMICAL COMPANY!* BUT--

--THIS IS CRAZY! THE ENTRANCE HAS TURNED INTO SOME SORT OF *ICE CAVE!*

HOBGOBLIN DOESN'T HAVE THAT KIND OF POWER!

MAYBE I'VE BEEN WRONG!

MAYBE SOMETHING *ELSE* CAUSED MY MEMORIES TO COME BACK! THE SAME THING THAT TURNED THE INSIDE OF THIS SKYSCRAPER INTO A *GLACIER!*

OSBORN!

YOU LIED..

THEN AGAIN, R-RIGHT NOW =GULP= I'VE GOT *OTHER* THINGS TO WORRY ABOUT!

AND HE'S NOT THE ONLY ONE...!

DAILY BUGLE

THE PRESSES ARE PRINTING WHAT?!?

P-P-PORNOGRAPHY, MR. JAMESON! A-AND SHUT-DOWN CONTROLS AREN'T RESPONDING!

UH, JONAH? I'M LOOKING FOR WORK. ANY *STORIES* YOU WANT ME TO--

STORIES?! THE STATUE OF LIBERTY *SNARLED* AT TOURISTS THIS MORNING, PARKER!

AND THE STATEN ISLAND FERRY SPROUTED *FINS* AND SWAM OUT TO SEA!

THE WHOLE BLASTED *CITY'S* A STORY!

JUST TAKE PICTURES OF *ANYTHING!*

DON'T MIND OUR ESTEEMED *PUBLISHER*, PETER. HE'S BEEN DUMPING ON EVERYONE!

AT LEAST *SOME* THINGS ARE STILL NORMAL!

YOU'VE ONE LAST CHANCE, OSBORN! WHERE IS IT?

I'M TELLING YOU, I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

THEN PERHAPS YOU'LL BE MORE COOPERATIVE...

...WHEN YOUR WIFE'S BLOOD COATS MY HANDS LIKE CRIMSON GLOVES!

LIZ?

NO!

BLAST! HE'S TOO QUICK! BANKED HIS GLIDER AND DEFLECTED MY PUMPKIN BOMB TO THE FLOOR!

KTANG

WUMP

-- AGH! CLIPPED A WING!

B-BEING *INSANE* GAVE ME AN EDGE, A RUTHLESS CONFIDENCE! BUT NOW I FEEL FEAR! CAUTION! AND THAT'S WORKING *AGAINST* ME!

M-MAYBE THIS WASN'T SUCH A GOOD IDEA AFTER ALL...!

ZZAK

ZZAK

ZZAK

NOW HE'S SHOOTING SOME SORT OF ENERGY BOLTS! GOT TO DODGE--

EMPIRE STATE UNIVERSITY...

SORRY, PAL, CLASSES HAVE BEEN CANCELED -- TOO MANY WEIRD ACCIDENTS. STAFF ONLY ALLOWED INSIDE TODAY.

AS A RESEARCH ASSISTANT, I COULD PROBABLY GET IN -- BUT WITH ALL THIS CRAZINESS GOING ON, I'D JUST AS SOON BE HOME!

ESU

WHILE IN THE CAMPUS CAFETERIA...

YOU'RE MY FIRST CUSTOMER TODAY, DR. CONNORS! THIS PLACE IS LIKE A MORGUE!

COFFEE, EDDIE. BLACK. MAYBE IT'LL EASE THIS INFERNAL HEADACHE!

COMIN' RIGHT UP -- EEEYIKE!

SOMETHING WRONG, EDDIE?

UH, N-NO, DOC!

G-GUESS I'M JUST SEEIN' THINGS. HERE YA GO.

HUH. EDDIE SEEMED AFRAID OF ME. LIKE PEOPLE USED TO ACT WHEN I WAS THE LIZARD!

BUT THAT'S RIDICULOUS. I DON'T TURN INTO THE LIZARD ANY MORE UNLESS I WANT TO! THAT'S ONE PART OF MY LIFE THAT I'VE GOT COMPLETELY --

-- UNDER CONTROL!

WHILE BACK AT THE BEDFORD TOWERS CONDOMINIUM RESIDENCE...

YES, SIR, MR. PARKER. MESSENGER DROPPED THIS NOTE OFF FOR YA COUPLE O' MINUTES AGO.

THANKS, WALLY.

IT'S FROM LIZ OSBORN! PHONES MUST BE DOWN IN JERSEY, AND-- OH, NO! HARRY'S DISAPPEARED! SHE'S WORRIED HE MAY HAVE GONE AFTER THE HOBGOBLIN!

AND WITH THE POLICE HAVING THEIR HANDS FULL, SHE HOPES I CAN SOMEHOW USE MY NEWSPAPER CONNECTIONS TO HELP!

HARRY SENT THE HOBGOBLIN TO OSBORN CHEMICALS, SO THAT'S PROBABLY WHERE HE WENT, TOO!

BETTER GET UPSTAIRS AND CHANGE TO MY SPIDER-MAN COSTUME!

AND JUST HOPE THAT MARY JANE WILL BE OKAY UNTIL I CAN CHECK ON HER!

WISHFUL THINKING, MR. PARKER...!

HOT POSE, MJ!

YEAH, BUT KEEP IT STILL, WILL YA? I'M HAVIN' TROUBLE HOLDING FOCUS!

I'M NOT MOVING, HAL! I-IT'S THE JEWELRY!

IT'S COMING TO LIFE!!

OMIGOSH! CLIENT'S SAMPLES SLITHERIN' ALL OVER THE PLACE!

TH-THIS ONE BIT ME! SOMEBODY KILL THE LITTLE SUCKERS!

BUT HOW?! H-HOW DO YOU KILL--

--GOLD!

THIS IS SPOOKY!

FIRES EVERYWHERE! SIRENS SCREAMING! IT LOOKS LIKE MANHATTAN ITSELF IS ACTUALLY CHANGING!

WHEN MJ AND I GO TO QUEENS TO SEE ABOUT AUNT MAY, MAYBE WE'LL JUST STAY THERE!

BUT FOR NOW, THERE'S HOBGOBLIN!

AND HEEEEERE'S--

"--SPIDEY!"

SMASH

HOBGOBLIN USED TO BE JACK O'LANTERN, A REAL SECOND-STRINGER! IT SHOULDN'T TAKE ME LONG TO--

NO! HE'S MINE!

WHA-- GREEN GOBLIN?

HARRY?!?

THANKS FOR THE DISTRACTION, OSBORN!

BLOOF

NOW, WHERE IS IT?

KRAK

CAUGHT A WHIFF OF GAS! =K-KOFF= GOTTA CLEAR MY HEAD!

PERHAPS A FEW RAZOR-BATS WILL LOOSEN YOUR TONGUE!

=WHOONF!=

AND MAYBE THIS FILE CABINET WILL TIGHTEN YOUR SCREWS!

STOP IT! MY FAMILY'S BEEN THREATENED! AND I SHOULD BE THE ONE TO PROTECT THEM!

NOBLE THOUGHT, HARRY-- BUT WHO'S GOING TO PROTECT YOU?

SPIDER-SENSE!...

HOBBY SENT HIS GLIDER BY REMOTE CONTROL! GOTTA USE THIS CHANCE TO FIND HOW FAR HARRY'S MEMORY HAS BEEN RESTORED!

BETTER LEAVE THIS TO ME! GO STAY WITH A FRIEND! MAYBE THAT PARKER KID!

AT LEAST HE DOESN'T REMEMBER MY SECRET IDENTITY! BUT NOW WHAT?

NO! I WON'T BRING ANYONE ELSE INTO THIS! NOT PETER, AND NOT YOU!

STAY OUT OF IT!

HARRY PRACTICALLY BEGGED ME TO LET HIM HANDLE THIS! AH, SPIDEY...

THWIP

...YOU'RE SUCH A BUTTINSKY!

A FIRE AXE?!

DON'T LAUGH, HAL! IF THERE'S ONE THING I KNOW, IT'S *GOLD!* AND GOLD IS A VERY--

-- SOFT METAL!

SHUNK

HEY, YEAH! WE DON'T HAVE TO *KILL* 'EM--JUST TURN THE LITTLE BUGGERS INTO *SCRAPS!*

LET'S GET 'EM, BOYS!

SNIP

CHOP

SLATCH

HACK

QUISH

WHROP

THAT'S DISGUSTING.

SQUIVLE

CHK-CHK

THINK SO? IMAGINE HOW IT'S GONNA SOUND ON MY *INSURANCE CLAIM!*

TO THE SOUTH, STREETS CHOKE WITH WRECKED VEHICLES; LOOTERS LOOK WITH HUNGRY EYES THROUGH SAVAGED STOREFRONTS; AND THE CRIES OF THE WOUNDED ARE HEARD AMIDST CACKLES AND CURSES IN LANGUAGES HAVING NO HUMAN ORIGIN.

WHILE ABOVE IT ALL, THE HOBGOBLIN FINALLY NOTICES--

SPIDER-MAN?!

PHIL LAURA

UH-OH! TRYING TO SLING ME INTO THE SIDE OF THAT BUILDING! NO PROBLEM, THOUGH! I'LL JUST USE MY INCREDIBLE ACROBATIC SKILLS TO SWING--

-- RIGHT INTO THIS WATER TOWER!

WHANK

WHERE IS IT, OSBORN? WHERE?

HOBBY'S GETTING AWAY! TOO FAR TO NAB WITH A WEB LINE!

GOT TO FOLLOW AS BEST I CAN! AND JUST HOPE I'M NOT TOO LATE!

N-NEVER THOUGHT I'D WISH I WAS CRAZY!

BUT BEING SANE MIGHT GET ME KILLED IF-- WAIT A MINUTE!

MAYBE THAT WORKS BOTH WAYS! MY SANITY, MY REASON, COULD BE THE ONE ADVANTAGE I'VE GOT OVER HOB-GOBLIN!

IF I CAN FORGET THE FEAR, CLEAR MY HEAD LONG ENOUGH TO THINK, MAYBE I CAN SURVIVE THIS YET!

HE'S GONE? BUT THERE'S NO PLACE TO HIDE! HE COULDN'T HAVE DISAPPEARED!

UNLESS...

...I DOUBLED BACK! AND IT WORKED! NOW TO DUMP EVERY PUMPKIN BOMB IN MY SATCHEL AT ONCE!

"HOBGOBLIN MIGHT BE ABLE TO NAIL SOME OF THEM WITH HIS SPARKLE BLASTS, BUT ENOUGH SHOULD STILL EXPLODE--

KA-BOOM!

KA-BOOM!

"--TO DO THE TRICK!"

GLIDER STILL FUNCTIONAL, BUT HARD TO CONTROL! CAN'T... G-GOT TO...AAGGH--!

SPIDER-MAN

TELL ME, HOBGOBLIN, COULD *YOU* SURVIVE A SPARKLE BLAST? *POINT BLANK?* YOU'LL FIND OUT--IF YOU EVER EVEN *THINK* OF LIZ AND NORMIE OSBORN AGAIN!

BUT THE *GREEN GOBLIN FORMULA!* THE COMPOUND THAT GAVE BOTH OUR PREDECESSORS SUPER-STRENGTH! I MUST HAVE ITS *POWER!*

THAT'S WHAT ALL THIS IS ABOUT?!

THAT FORMULA WAS DESTROYED *YEARS* AGO! IF IT WASN'T, DON'T YOU THINK *I* WOULD HAVE USED IT? AGAINST *YOU?* HOBGOBLIN...

...YOU'RE AN IDIOT.

SOMETIMES--

--THE TRUTH HURTS!

NNNNYEEAAAA!

DIE!

ZZAK

ZZAK

ZAK

ZZAK

NOT TODAY, HOBGOBLIN!

WHEW! LOOKS LIKE HOBBY'S HAD ENOUGH!

YOU OKAY, OSBORN?

I... I GUESS SO. THANKS FOR SAVING MY LIFE, SPIDER-MAN.

YOU DID PRETTY GOOD ON YOUR OWN, PAL. Y'KNOW, NEW YORK COULD ALWAYS USE ANOTHER CRIME FIGHTER.

I DON'T SUPPOSE YOU--

HEY, I'M NOT CRAZY ANY MORE, REMEMBER? I'VE GOT RESPONSIBILITIES! MAYBE YOU'LL UNDERSTAND SOME DAY IF YOU GET MARRIED!

UHHHH, RIGHT.

FORGET I ASKED...!

HARRY'S GOING TO CHECK ON HIS FAMILY-- AND I'D BETTER DO THE SAME!

I JUST HOPE I'M NOT OVERREACTING. I MEAN--

"--SOMETHING *EVIL* IS HAPPENING TO MANHATTAN, THAT'S OBVIOUS! IN THE LAST COUPLE OF DAYS I'VE FOUGHT LIVING STATUES, ASH MONSTERS, EVEN SENTIENT VENT PIPES!

"--BUT AFTER ALL THAT, I JUST HAVE TO WONDER--

"--COULD THINGS POSSIBLY GET ANY *WORSE*?"

HOT DOGS

HOT DOG 1.25
COKE .50

DR. L'ONYORS

YESSSSSSSSS...!

"INFERNO" ...CONTINUES NEXT ISSUE!

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THE NON-MUTANT™ SUPER HERO!

the AMAZING SPIDER-MAN®

INFERNO™ CONTINUES

ON CAMPUS LURKS THE LIZARD!™

McFARLANE 2

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SLITHEREENS

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KRRRUTCH

TAXI

MADRE DE DIOS!

SKREEEE

WUMP

CITY'S GOING CRAZY! EVEN MORE DANGEROUS THAN USUAL! THAT'S WHY MARY JANE AND I ARE HEADED TO QUEENS TO CHECK ON AUNT MAY!

KLIK

BUT *SHARKS* IN THE AIR? SWIMMING RIGHT *THROUGH* TUNNEL WALLS?!

EEP!

NO CHOICE! FORTUNATELY, NO *TRAFFIC*, EITHER! IF MJ CAN HANDLE THE DRIVER--!

HIDE YOUR HEAD! IT'S COMING BACK! A-AND DON'T WORRY, MY HUSBAND'S A TERRIFIC, ER, *FISHERMAN!*

HE'S LOCO!

NO, HE'S PETER PARKER, KNOWN AT OTHER TIMES AS THE AMAZING SPIDER-MAN!

BUT EVEN WITHOUT HIS DISTINCTIVE RED-AND-BLUE COSTUME, HIS WEBBING--

THWIP

--STRENGTH--

GHUD

--AND COURAGE--

--MARK HIM FOR THE MAN HE IS!

BROKK

WHAT HAPPENED?!

JUST DRIVE!

WHILE I PRAY THAT THINGS AREN'T AS INSANE IN *QUEENS* AS THEY ARE IN--

"-- MANHATTAN

EMPIRE STATE UNIVERSITY, THE HERPETOLOGY LAB OF DR. CURT CONNORS...

I CAN CONTROL THE CHANGES NOW!

I DON'T TURN INTO THE LIZARD UNLESS I WANT TO! AND BY HEAVEN, I DON'T WANT TO!

I DON'T!

NO! I WON'T LET IT HAPPEN!

I DON'T!

I--

--DO!

BUT IN QUEENS, WHERE THE INTERDIMENSIONAL BREACH THAT SPEWS THE DARK FORCES OF **INFERNO*** INTO MANHATTAN IS BARELY FELT--

--SPECIFICALLY, AT THE FOREST HILLS BOARDING HOME RUN BY **MAY PARKER**...

PETER! COUSIN MARY JANE!

HOW GREAT TO SEE YOU! YOUR AUNT'S A SWEET LADY, PETER, BUT LIVIN' OUT HERE IN THE STICKS GETS DULL KIND'A FAST, Y'KNOW?

MISS ME?

UH, S-SURE, KRISTY! BUT, UM, I'D REALLY LIKE TO SEE AUNT MAY NOW!

WOW, IS THIS A **SIT-COM** OR WHAT? SHE LEFT TO GO SEE **YOU** TEN MINUTES AGO! PHONES HAVE BEEN DEAD FOR DAYS!

YOU GUYS WANT A SANDWICH? I'M STARVING!

OH, NO.

I HAVE TO FIND HER.

I KNOW. I'LL STAY HERE WITH KRISTY. AND PLEASE, HON, REALLY...

...BE CAREFUL?

*SEE CURRENT ISSUES OF **X-MEN, NEW MUTANTS** AND **X-FACTOR** FOR DETAILS. -- J.S.

SOON...

SURE YOU DON'T WANT SOME, CUZ? MUNCH MUNCH PUT SOME MEAT ON YOUR BONES?

THANKS, KRISTY, BUT I'M NOT VERY--

MARY JANE? IS THAT YOU?

WHA--MAY! I-I THOUGHT YOU WENT INTO MANHATTAN!

A NICE POLICEMAN PASSED BY THE BUS STOP AND SAID THAT PUBLIC TRANSPORTATION HAD BEEN SHUT DOWN!

SEEMS THEY'VE HAD A SPOT OF *TROUBLE* IN THE CITY!

BUT WHERE'S *PETER*, MY DEAR?

OH. HE, UM, HE JUST--

"--STEPPED OUT FOR A MINUTE!"

BUT AS SPIDER-MAN "STEPS OUT" OVER SUBURBAN ROOFTOPS, A LATE MODEL SEDAN WINDS CAREFULLY THROUGH ABANDONED AUTOMOBILES CLUTTERING THE 59TH STREET BRIDGE.

FOR PETER PARKER ISN'T THE **ONLY** ONE JOURNEYING TO MANHATTAN ON A MISSION OF HOPE...

ASM 313

DAD'S GONNA BE OKAY, ISN'T HE, MOM?

OF COURSE HE IS, BILLY.

BUT ALL THESE WRECKS! AND THE FIRES! LOOKS LIKE SOMESORTA *BATTLEFIELD!*

I WISH I COULD BELIEVE THAT, AND I WISH I'D LEFT BILLY IN *SOUTHAMPTON!* BUT HE WANTED SO MUCH TO SEE HIS FATHER -- FOR THINGS TO BE LIKE THEY WERE *BEFORE!*

AND BLAST IT, SO DO *I!*

BUT CURT LOSING HIS ARM IN THE WAR CHANGED *EVERYTHING...*

IT'S PROBABLY JUST AN ACCIDENT WE DIDN'T HEAR ABOUT ON THE RADIO--TRANSMISSION'S BEEN SO BAD LATELY. I'M SURE DAD IS JUST FINE.

"... HE GREW OBSESSED WITH THE *REGENERATIVE* ABILITIES OF REPTILES.

"HE STUDIED ENDLESSLY, UNTIL *DR. CURT CONNORS* BECAME ONE OF THE WORLD'S LEADING ZOOLOGISTS!

BUT THEN HE PUT HIS *THEORIES* INTO PRACTICE, USING HIMSELF AS A GUINEA PIG FOR A FORMULA HE'D DEVELOPED!

"AND IT WORKED.

"BUT TOO *WELL!*

"HIS ARM GREW BACK, BUT HIS GENES HAD BEEN ALTERED TO WHERE HIS ENTIRE *BODY* BECAME REPTILIAN! AND WHENEVER THAT HAPPENED HIS *SCIENTIFIC* OBSESSION GAVE 'WAY TO AN ALL-ABIDING HATRED OF *MAMMALS!*"

IT WAS TOO MUCH FOR OUR MARRIAGE. WE SEPARATED.

BUT WHEN CURT FOUND HE COULD *CONTROL* HIS METAMORPHOSES, WE STARTED TALKING ABOUT RECONCILIATION. I ONLY WISH WE HADN'T AGREED TO DISCUSS IT *TODAY!* DRIVING THROUGH THIS CITY MAKES MY SKIN CRAWL!

BUT CURT'S SANE NOW. I'M SURE HE'LL TAKE CARE OF US...!

PERHAPS. BUT AT THAT MOMENT AT THE BEDFORD TOWERS...

SHE'S NOT HERE! AND ACCORDING TO WALLY THE DOORMAN, SHE HASN'T *BEEN* HERE!

WALLY HAD SOME *RUMORS* TO PASS ALONG, THOUGH, ABOUT HOW ALL THE CRAZINESS IN MANHATTAN HAS SOMETHING TO DO WITH *DEMONOLOGY*, MAYBE EVEN WITH A GAP OPENING BETWEEN *HADES* AND *EARTH!*

IF THAT'S EVEN PARTLY TRUE, I'VE *GOT* TO FIND AUNT MAY! AND THE ONLY PLACE I CAN THINK OF THAT SHE'D LOOK FOR ME IS WHERE I GO TO SCHOOL!

"EMPIRE STATE UNIVERSITY!"

YES, MA'AM. WE'RE CLOSED TODAY. BUT DOC CONNORS LEFT WORD TO SHOW YOU AN' THE BOY RIGHT IN.

SAID HE'D MEET YA IN THE LIBRARY. I'LL SHOW YA THE WAY.

ODD. OFFICER MURPHY DOESN'T SEEM *HIMSELF* TODAY. AND WHY WOULDN'T CURT MEET US IN HIS OFFICE OR LAB?

WHY, INDEED?

I DON'T UNDERSTAND. YOU SAID CURT WOULD BE--

'FRAID I PLAYED A LITTLE **TRICK** ON YA, MIZZ CONNORS. YER HUBBY DIDN'T HAVE ANY-THING TO DO WITH THIS!

I JUST THOUGHT YA MIGHT LIKE TO MEET SOME O' MY--

Ob-occult

SKRRZK

--FRIENDS!

M-M-MOM--!

EEYAAAA!

MEANWHILE: AT A WEST SIDE WAREHOUSE WHERE VACATIONING TEXANS **JASON CLEMONS** AND **TROY TYRO** TAKE AN UNSCHEDULED TOUR...

YOU SURE SNEAKIN' OUT WAS SMART, JASON? YOUR MOM AN' DAD TOLD US TO STAY IN THE HOTEL! SAID GOIN' OUT WAS **DANGEROUS!**

LIGHTEN UP, TROY! WITH ALL THAT LOONY STUFF GOIN' ON, MACY'S MIGHT CANCEL THEIR THANKSGIVING DAY PARADE! BUT I READ THAT THIS IS WHERE THEY KEEP ALL THEIR **FLOATS** AN' JUNK!

SO EVEN IF WE CAN'T SEE THE PARADE ITSELF, WE CAN STILL SEE--

--OH, WOW.

THE SPIDER-MAN BALLOON! IT'S AWESOME!

IT'S RADICAL!

I-I-IT'S =GULP= MOVING!

MAN, I-I THOUGHT WE GREW 'EM BIG IN TEXAS--!

DON'T WORRY, BILLY. I WON'T LET THEM HURT YOU.

AT LEAST NOT WHILE I'M ALIVE...!

LEAVE THEM ALONE!

THEY'RE MINE!

SEE, BILLY? I-I TOLD YOU IT WOULD BE ALL RIGHT!

YOUR FATHER MAY LOOK SCARY, B-BUT HE'S STILL--

"--DAD!"

SKARASH

HUH?!

MONSTERS? THE LIZARD? AND MARTHA AND BILLY CONNORS?

DOC MUST HAVE TURNED INTO THE LIZARD TO HELP HIS FAMILY! AND I'D BETTER HELP HIM BEFORE--EH?

SCREAMS! AND--

CURT'S HOLDING HIS OWN! I'LL GET BACK TO HIM--

--WHAT THE HECK IS THAT? THE "STAY-PUFT" SPIDER-MAN?!

SKARASH

--AND MY SEARCH FOR AUNT MAY, AFTER I TAKE CARE OF SPIDER-BLIMP! AFTER ALL--

--HOW TOUGH COULD IT BE TO KILL A BALLOON?

PLOK

SKREEEEEEEEE

?!

=UNF=

FOINT

=SHEESH!= THAT 180 DEGREE HEAD-TURN STARTLED ME SO MUCH--

oooo

--I DIDN'T HAVE TIME TO REACT TO MY SPIDER-SENSE! GOT TO CONCENTRATE! LET'S SEE, HOW DO YOU KILL A BALLOON?

I HAVE TO RESIST AN OVERPOWERING URGE TO YELL, "CROM!"

AH-HAH! A PIN!

A VERY BIG PIN!

THUS...

WITH ALL THAT'S GOING ON, I JUST HOPE THE FOLKS AT THE CHRYSLER BUILDING THINK THIS SPIRE BROKE OFF ON ITS OWN! MEANWHILE--

R.I.P.
THAT WAS SPOOKY! ALMOST LIKE KILLING MYSELF!
AH, PHOOEY. THE GUY'S EYES WERE ALL WRONG, ANYWAY...!
DARLING! Y-YOU SAVED US!
YESSS! BUT ONLY BECAUSE I WANTED THE INCOMPARABLE PLEASURE OF KILLING YOU--
--MYSELF!
GASP
BEFORE I RE-POPULATE THE PLANET WITH REPTILES, I MUST DESTROY ALL VESTIGES OF THAT MOST HATED OF MAMMALS-- CURT CONNORS!
VESTIGES THAT INCLUDE... BLOOD KIN!
OH, GOD.

BACK OFF!

=WHUNG!=

DON'T! PLEASE! H-HE DOESN'T REALLY *WANT* TO HURT US--!

THAT'S NOT WHAT I HEARD *OUTSIDE!*

THWIP

NOT TO WORRY! I'M JUST BUYING US--

"--SOME *TIME!*

K-RASH

I'VE CURED YOUR HUSBAND BEFORE, AND I CAN DO IT AGAIN!

IF WE CAN JUST GET TO THE *CHEMISTRY LAB!*

THEY CAN!

THIS FORMULA'S WORKED IN THE PAST! NOW ALL I HAVE TO DO IS FIND--

DAD!

HE'S--

"--HERE!"

SERUM'S FINISHED! TROUBLE IS, IT HAS TO BE *SWALLOWED!*

NUTS! GOT TO OVERRIDE MY SPIDER-SENSE! STAND STILL AND LET HIM--

-- *AGH!* G-GUESS YOU GOT ME, LIZ! ≠CHOKE≠ SO WHY DON'T WE CELEBRATE YOUR *VICTORY* ≠GASP≠ W-WITH A LITTLE--

-- DRINK!

=GHLK?!=

=WHEW= IN A FEW SECONDS, DOC CONNORS SHOULD BE--

HRRAARRGH

-- STILL THE LIZARD?!

HSSSSSSSS

WHATEVER *TURNED* HIM INTO THE LIZARD MUST BE *REINFORCING* HIS REPTILIAN WILL! HE'S STRUGGLING, BUT IT'S NOT ENOUGH!

THINK, SPIDEY! THERE MUST BE SOME WAY TO *BOOST* THE FORMULA'S EFFECT!

LIGHT? SOUND? ELEC-- THAT'S IT! THE METAMORPHOSIS IS *ELECTRO-CHEMICAL* IN NATURE!

SO MASSIVE *SHOCK* MIGHT DO IT! 'COURSE, IT MIGHT ALSO *KILL* DOC CONNORS! BUT IF I DON'T STOP HIM, HE'LL KEEP GOING AT HIS FAMILY UNTIL *SOMEONE* IS DEAD!

I ALWAYS DREADED THE DAY I'D HAVE TO MAKE A DECISION LIKE THIS! AND I DREAD HAVING TO *LIVE* WITH IT IF--

--HUH?

NO! HE'S MY DAD! D-DON'T HURT HIM!

UNG KID DISTRACTED ME! LIZARD TOO FAST--!

PLAP

THANKS, BOY! FOR THAT, I'LL KILL YOU QUICKLY! NOW COME TO--

--EH? LEFT HAND REACHING FOR THE CABLE... ON ITS OWN?

LEFT ARM WAS HUMAN! HARD TO CONTROL!

I CAN ALWAYS GROW ANOTHER ARM LATER...!

CONNORS'S WILL STILL ACTIVE! BEING AIDED BY THE CURE SERUM!

HAVE TO ELIMINATE THAT DANGER!

DON'T DO IT!

HSSSSSSSSSS!

FASSSHH

BUNSEN BURNER DIDN'T *HURT* THE LIZARD, BUT IT DID *STARTLE* HIM!

FORCED HIM TO THINK ABOUT *ME* LEAVING HIS LEFT ARM FREE TO--

GHYYAAHAAAAGH!

KZZ

ZZZ

ZZZ

ZZZCH!

WHEW

DAD! Y-YOU'RE *YOU!* THAT'S GREAT! IT'S--

STOP! G-GET AWAY FROM ME! PLEASE!

JUST...

...STAY AWAY...

LONG, PAINFUL MOMENTS LATER, AT THE NOW-UNGUARDED ENTRANCE TO E.S.U....

YOU'RE SURE MARTHA AND BILLY WILL BE ALL RIGHT?

NO PROBLEM, DOC.

I'LL SEE THEM SAFELY OUT OF THE CITY, BEFORE I START LOOKING FOR AUNT MAY AGAIN.

WHAT ABOUT YOU, CURTIS?

I MAY NEVER CHANGE TO THE LIZARD -- OR I MAY CHANGE TOMORROW. THERE'S NO WAY TO KNOW.

THAT'S WHY YOU BOTH HAVE TO GO -- AND NOT TELL ME WHERE. I'LL SEND SUPPORT PAYMENTS THROUGH YOUR LAWYER. IT WILL KILL ME TO BE WITHOUT YOU.

BUT ANY OTHER WAY... MIGHT KILL YOU!

MARY JANE?!?

ANYBODY SEEN A STUDENT NAMED PETER PARKER? I HAVE TO TELL HIM HIS AUNT IS SAFE IN QUEENS!

NO, HUH?

WHAT HAPPENED, TIGER?

IT'S A LONG STORY. BUT THANKS FOR BRINGING THE GOOD NEWS. RIGHT ABOUT NOW, I COULD REALLY USE A HAPPY ENDING.

ON THAT CASE, WEBSLINGER, YOU'D BEST LOOK ELSEWHERE THAN THE CASTNER COUNTY MINIMUM SECURITY PRISON IN UPSTATE NEW YORK.

FOR THERE, IN CONTRAST TO THE CHAOS ERUPTING IN MANHATTAN--

--RELATIVE CALM SURROUNDS AN AFTERNOON WALK TAKEN BY NEW INMATE, JONATHON CAESAR, AND THE BEST LAWYER MONEY CAN BUY...

YOU'RE SURE, MALCOLM? THERE WON'T BE ANY FOUL-UPS?

NONE WHATSOEVER, JONATHON. I DREW UP THE ORIGINAL DOCUMENTS MYSELF.

THE LOOPHOLES ARE INCONTROVERTIBLE!

EXCELLENT! BEGIN PROCEDURES IMMEDIATELY!

I LOVE MARY JANE! I'LL ALWAYS LOVE HER. BUT SHE REFUSED TO LET ME MAKE HER LIFE A HEAVEN ON EARTH. SO WHAT ELSE CAN I DO?

...BUT MAKE THAT LIFE A NIGHTMARE FROM WHICH SHE'LL NEVER WAKE UP?

NEXT ISSUE:
HO HO HO

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THE NON-MUTANT™ SUPER HERO!®

the AMAZING SPIDER-MAN

...AND STAY OUT!

THE BEDFORD TOWERS

PETER AND MARY JANE
EVICTED!
--JUST IN TIME FOR CHRISTMAS!

HO, HO, HO?!

MERRY X-MAS

McFARLANE

STAN
LEE
PRESENTS

THE
AMAZING
SPIDER-MAN

DAVID
MICHELINIE
WRITER

TODD
McFARLANE
ARTIST

RICK
PARKER
LETTERER

BOB
SHAREN
COLORIST

JIM
SALICRUP
EDITOR

TOM
DeFALCO
EDITOR IN CHIEF

DOWN AND OUT IN FOREST HILLS

BUT *HOW*--?

AS HEAD OF THE LEGAL FIRM REPRESENTING *JONATHON CAESAR*--THE OWNER OF THIS BUILDING-- I'M EMPOWERED TO TELL YOU THAT THE PURCHASE CONTRACTS YOU SIGNED WERE *NON-BINDING*.

AND THOUGH MR. CAESAR IS TEMPORARILY *INCARCERATED*, HIS RIGHTS ARE CLEAR.

GUESS CAESAR FIGURED HE ALREADY *OWNED* YOU, MARY JANE-- SO WHY SELL PROPERTY TO *ANOTHER* PIECE OF PROPERTY.

BESIDES, IF HIS *KIDNAP* PLAN HAD WORKED, THIS WOULD HAVE MADE IT EASIER TO GET RID OF *ME!* *

BUT HE FAILED-- AND NOW HE WANTS TO GET RID OF US *BOTH!*

BUT WHAT ABOUT MY *MONEY*, MR. KINDERMAN? I SANK MY ENTIRE SAVINGS INTO BUYING THAT CONDO!

* SEE ISSUES #304-309. -- J.S.

OH, I'M CERTAIN YOU'LL GET YOUR INVESTMENT BACK, MRS. WATSON-PARKER. THAT IS, WHEN *LITIGATION* IS OVER.

IN A COUPLE OF *YEARS*...!

=TSK=

LET ME GUESS--YOU'RE NOT A *FULL-TIME* LAWYER. YOU'RE JUST MOONLIGHTING FROM YOUR *REGULAR* JOB:

HUNTING BABY SEALS IN *ALASKA!*

PETER--!

HMM, THERE COULD BE A *BATTERY* SUIT IN THIS!

LET IT GO, HON. WE HAVE *OTHER* THINGS TO WORRY ABOUT.

LIKE FINDING A PLACE FOR OUR FURNITURE--AND *OURSELVES!*

LAND SAKES, CHILDREN--

-- THERE'S PLENTY OF ROOM IN MY ATTIC FOR FURNITURE! AND I'VE NEVER RENTED PETER'S OLD ROOM TO MY BOARDERS! WHY NOT STAY WITH *ME?*

THANKS, AUNT MAY. WE'LL TAKE YOU UP ON THE STORAGE SPACE. BUT AS FOR MARY JANE AND ME--

--WE ALREADY *HAVE* A PLACE TO STAY.

WE HAVE?

MY, THAT WAS QUICK! WHERE *ARE* YOU YOUNGSTERS STAYING?

UH, BETTER LET PETER TELL YOU, AUNT MAY. I THINK--

--IT'S A *SURPRISE!*

SNOW FLOWS EASTWARD, BLANKETING QUEENS...

...SLICKING THE SIDEWALKS AROUND THE J.C. HERDLING DEPARTMENT STORE, AND DAMPENING THE SPIRITS OF THAT STORE'S MANAGER--

HERDLING'S

--HOWELL THURSTON III

PEOPLE WHO DESIGN CALENDARS SHOULD BE FLOGGED!

YES, MR. THURSTON.

IMAGINE, SCHEDULING CHRISTMAS EVE, OUR BUSIEST DAY, ON A *SATURDAY!* BANKS ARE CLOSED! I'VE HAD TO HIRE AN INDEPENDENT SECURITY FIRM TO TRANSFER RECEIPTS TO A PRIVATE VAULT IN MANHATTAN! AND THAT COSTS *MONEY!*

YES, SIR!

AT LEAST I CAN COUNT ON *YOU*, CLARK. WHAT IS THIS, THE 19th CHRISTMAS YOU'VE WORKED?

TWENTY-THIRD, SIR. BUT I DON'T MIND--EVEN *WITHOUT* OVERTIME PAY.

IN FACT, I THINK I'M GOING TO FIND *THIS* HOLIDAY ESPECIALLY--

--REWARDING!

HOURS PASS; ARRANGEMENTS ARE MADE.

A HAULING COMPANY AGREES TO REMOVE THE PARKERS' BELONGINGS FOR ONLY **TWICE** THE NORMAL HOLIDAY RATE.

AH, MANHATTAN...

YOU'RE *SURE* YOU'LL BE HOME IN TIME FOR DINNER?

DON'T WORRY, MAY.

BUT MY BOARDERS ARE ALL OFF VISITING RELATIVES! YOUR COUSIN *KRISTY* AND I ARE DEPENDING ON YOU AND PETER FOR COMPANY!

WE'LL BE THERE. JUST DON'T START TRIMMING THE *TREE* WITHOUT US!

SIGN HERE, BUB.

TELL SOME ONE WHO CARES

ITEM | UNIT | LBS.

RIGHT.

NO TIP? SOME CHRISTMAS SPIRIT!

I'LL CHECK WITH THAT LAWYER MY MODELING AGENCY SUGGESTED, SEE IF THERE'S SOMETHING WE CAN DO.

OKAY, I'LL DROP BY THE *DAILY BUGLE* AND TRY TO LINE UP SOME *PHOTO* ASSIGNMENTS.

SILENCE AS THEY WALK, THE QUESTION HANGING BETWEEN THEM LIKE A GHOST.

UNTIL...

ALL RIGHT, I GIVE UP. WHERE *ARE* WE STAYING?

I DON'T KNOW.

WHAT?!

THIS'LL BE HARD TO EXPLAIN, MJ, BUT I'LL TRY. I GUESS--

-- I OVERREACTED. I MADE UP THAT STORY TO AVOID GOING BACK TO A SITUATION I'VE GROWN *OUT* OF. I LOVE AUNT MAY--

-- BUT THE IDEA OF LIVING AT "*HOME*," OF HAVING TO EXPLAIN MY COMINGS AND GOINGS AGAIN... WELL, THAT'S A STEP BACKWARDS I JUST DON'T WANT TO TAKE!

I FLEW THE NEST YEARS AGO, AND MOVING BACK COULD COMPROMISE MY INDEPENDENCE, THE SELF-IMAGE I HAVE AS AN ADULT. I... WELL... I GUESS I RESENT THAT.

OH. YOU WANT TO PROVE YOU'RE A *GROWN-UP*, SO WE'RE OUT ON THE STREET ON CHRISTMAS EVE! WELL, I SUPPOSE THINGS COULD BE--

EEEEEE

--WORSE?

A MUGGING!

I KNOW.

BUT YOU'RE NOT--? YOU CAN'T--! PETER, YOU'VE *GOT* TO--!

=SIGH=

I KNOW.

JUST BECAUSE *I* HAVE THE WEIGHT OF THE WORLD ON MY SHOULDERS DOESN'T MEAN *SPIDER-MAN* CAN BURY HIS HEAD IN THE SAND!

THOUGH I ADMIT THERE ARE TIMES I WISH THAT *RADIOACTIVE SPIDER* HAD BITTEN SOME-ONE WITH *BIGGER* SHOULDERS!

CHUCK NORRIS... MIKE TYSON... BRIGITTE NIELSEN...!

NONETHELESS...

IF THERE'S ONE THING I CAN'T STAND, IT'S A MUGGER WITH NO *FASHION* SENSE!

THAT *PURSE* DOESN'T GO WITH YOUR OUTFIT AT ALL!

DON'T WORRY, MY WEBBING WILL DISSOLVE IN AN HOUR. THOUGH WITH LUCK, YOU'LL BE WARBLING "SILENT NIGHT" IN A NICE WARM *HOLDING CELL* BY THEN!

HERE, SPIDER-MAN, HOMEMADE MACAROONS! I WAS BRINGIN' EM TA MY NIECE, BUT I WANT *YOUSE* TA HAVE 'EM!

UH, MY PLEASURE.

EVERY CENT I GOT IN THE WORLD WAS IN THAT PURSE! IT WOULDA BEEN A BLEAK CHRISTMAS WITHOUT YA! THANKS!

BUT, SPEAKING OF BLEAK CHRISTMASES--

--I GUESS I'D BETTER GET BACK TO *MINE!*

WHILE AT A PRIVATE SECURITY FIRM IN FLUSHING, QUEENS...

HEY! YOU GUYS FORGOT TO SIGN OUT! *HEY!*

NUTS. PROBABLY BE ALL THE WAY TO *HERDLING'S* 'FORE THEY REALIZE THEY SCREWED UP!

I SHOULD *REPORT* 'EM, BUT--

--AH, IT'S CHRISTMAS!

STRANGE, THOUGH. MR. THURSTON WAS SO WORRIED, I PROMISED I'D SEND THREE OF OUR MOST *EXPERIENCED* GUARDS!

BUT THOSE GUYS IN THE *TRUCK* ACTED LIKE THIS WAS THEIR FIRST DAY ON THE JOB!

-MMMF-

=MGMMF=

=NRGFMM=

MANHATTAN, THE OFFICES OF DAILY BUGLE PUBLISHER, J. JONAH JAMESON...

CHECK WITH KATE CUSHING, PARKER. SHE DOLES OUT PHOTO ASSIGNMENTS THESE DAYS.

DAILY BUGLE

SHE DOESN'T HAVE ANYTHING, JONAH. NOBODY DOES. I WAS HOPING YOU MIGHT HAVE SOME ADVICE.

BUY LOW; SELL HIGH.

NOW FORGET BUSINESS ALREADY! THERE'S A CHRISTMAS PARTY GOING ON! FOOD, DRINK MUSIC! ENJOY!

AFTER ALL --

--IT'S DEDUCTIBLE!

GEE. THANKS.

PETER!

ANY LUCK WITH THE LAWYER, MJ?

NOT MUCH. WE MIGHT HAVE TO *SUE* TO GET OUR MONEY BACK, AND THAT COULD TAKE FOREVER! ON THE OTHER HAND--

--A PARTY'S A PARTY, RIGHT? I'M GONNA MINGLE!

BUT PETER FEELS MORE *RESTIVE* THAN FESTIVE, AS HIS MIND MULLS THE QUESTION OF LODGINGS--

--AND HE CONSIDERS OPTIONS...

JOE AND *MARTHA ROBINSON* ARE GOOD PEOPLE. THEY'D PUT US UP.

BUT THEY'VE GOT PROBLEMS OF THEIR OWN, WHAT WITH ROBBIE BEING ON TRIAL AND ALL.* I JUST COULDN'T ASK THEM.

* SEE CURRENT ISSUES OF SPECTACULAR SPIDER-MAN.--J.S.

JOY MERCADO?

WELL, SHE DOES LIVE ALONE-- *MOST* OF THE TIME.

BUT I'M ALREADY WORRIED ABOUT MJ'S COUSIN *KRISTY* CAUSING JEALOUSY BETWEEN US. WHY COMPLICATE THINGS EVEN *MORE*?

HNNN. MAYBE--

--JONAH?

WHAT?!

NEVER MIND.

AND AS THE DAY, ALONG WITH THE PARTY, WINDS DOWN...

I'LL SEE YOU AT AUNT MAY'S, MARY JANE.

I'VE GOT SOME, AH, LAST MINUTE SHOPPING TO DO!

I CALLED LIZ AND HARRY OSBORN FROM THE BUGLE. BUT THEY HAVE SO MANY RELATIVES VISITING, I JUST COULDN'T ASK THEM TO LET US STAY, TOO!

NO PARKING ANY TIME

BOX

WRESTL

GY

WHICH PRETTY MUCH LEAVES FLASH THOMPSON.

OKAY, KIDS, NO MORE BOXING LESSONS TILL AFTER THE HOLIDAYS!

HEY, PETE! WHAT'S UP?

PETER EXPLAINS, BUT EVEN BEFORE HE FINISHES...

LISTEN, MY PLACE WAS TRASHED A FEW WEEKS AGO, AN' I'VE BEEN STAYIN' IN A BACK ROOM HERE AT THE GYM--

--BUT YOU AN' MARY JANE ARE WELCOME TO THAT FOR AS LONG AS YOU LIKE!

I'LL BUNK AT THE "Y"!

THIS IS ALL FLASH HAS. AND HE OFFERED IT WITHOUT EVEN BEING ASKED.

THANKS, FLASH. YOU'RE A FRIEND.

HOWEVER, AS PETER CATCHES A BUS TO QUEENS...

I SHOULD BE RELIEVED, BUT I STILL FEEL LOUSY. LIKE SOMETHING ISN'T RIGHT.

HA! LIKE WHAT IS GOING RIGHT TODAY?

NOT MUCH!

HE

ODD. I WAS TOLD DON SWAGGERT WOULD BE IN CHARGE.

UH, DON HAD THE DAY OFF TO SPEND WITH HIS FAMILY, SIR. HOLIDAYS SURE ARE ROUGH ON US BACHELORS, EH? >HEH<

SOMETHING'S WRONG, CLARK! I'VE KNOWN SWAGGERT FOR YEARS-- HE'S NEVER BEEN MARRIED! YOU'D BETTER CALL THE POLICE!

OH, WHY SPOIL THINGS, MR. THURSTON? AFTER ALL--

POINK

--IT IS CHRISTMAS!

TENTATIVE SNOW BEGINS ANEW. WHILE IN A CEMETERY SOME BLOCKS AWAY, PETER PARKER MAKES HIS FINAL STOP OF THE AFTERNOON.

UNCLE BEN.

I'VE NEVER MISSED YOU MORE; NEVER *NEEDED* YOU MORE. YOU COUNSELED ME, GUIDED ME-- AND THE FACT THAT I *STILL* NEED THAT GUIDANCE SHOWS ME I'M NOT AS *INDEPENDENT* AS I THOUGHT.

YET IT'S THAT SAME SENSE OF SELF DETERMINATION THAT KEEPS ME FROM MOVING BACK WITH *AUNT MAY*. I ALMOST FEEL LIKE I'M BETRAYING HER... AND *YOU*.

BUT IF I GIVE UP, MOVE BACK IN, I'LL BE BETRAYING *MYSELF!*

SIGH

I'D GIVE A FORTUNE FOR AN *EASY* ANSWER.

THE ANSWER IS EASY, MR. THURSTON: I WANTED MORE THAN A *GOLD WATCH* FOR ENDURING 23 YEARS OF TYRANNY!

AND I DECIDED YOUR CHRISTMAS *PROFITS* WOULD DO NICELY!

AS FOR WHAT YOU CAN DO WITH YOUR *GOLD WATCH*...!

G'NIGHT, MR. THURSTON! HAVE A NICE HOLI--

--HEY! A *GUN*!

WHAT'S GOIN' ON?

KBLAM

BLAM

BLAM

WE'VE BEEN SPOTTED! BLAST 'IM!

NO! THERE'S A SAFER WAY! TAKE A *HOSTAGE*!

OKAY, PAL-- TOSS THE PIECE!

OR "*SANTA*," HERE'LL NEVER SEE THE NORTH POLE AGAIN!

OY!

VROOOM

SANTA! SNIFF WH-WHAT ABOUT MY TRANSFORMERS?

SIRENS. NOT NOW. PLEASE!

LET SOMEONE ELSE GO. WHY DO I ALWAYS HAVE TO... TO...

... SORRY, UNCLE BEN. DON'T WORRY. I MAY BE MIXED UP, A LITTLE DEPRESSED.

BUT I'M STILL ME!

COPS'RE ALREADY HUNG UP IN HOLIDAY TRAFFIC! CUT THROUGH THIS CEMETERY!

WE'LL BE HOME FREE!

MMMMMMM, I WOULDN'T SAY THAT...!

YIKE!

SKREEEEE!

KRUMCH

FLANK 'IM, MARTY! BETWEEN THE *THREE* OF US, WE SHOULD BE ABLE TO--

--MARTY?

EEP!

SID?

URK!

KERMIT ?

UNF!

NEXT?

ALL MY PLANS! MY FUTURE! TH-THIS ISN'T FAIR!

IT'S CHRISTMAS..!

HERDLINGS

HERDLINGS

WHUMP

HO-HO-HO, DIRTBAG!

THANKS, SANTA!

DON'T MENTION IT!

US HEROES GOTTA STICK TOGETHER!

POLICE ARRIVE, AND SPIDER-MAN LEAVES EXPLANATIONS TO HIS NEW RED-SUITED FRIEND...

BETTER GET BACK TO MY CIVILIAN CLOTHES. THIS COSTUME'S COMFORTABLE, BUT IT'S ABOUT AS WARM AS A TISSUE TUX!

HUNH? SOMEONE *ELSE* AT BEN PARKER'S GRAVE? BUT WHO--?

AUNT MAY! WHAT ARE *YOU* DOING HERE?

WHY, PETER! I-I SUPPOSE I'M HERE FOR THE SAME REASON YOU ARE, DEAR!

TO SHARE SOME SPECIAL TIME WITH YOUR UNCLE-- MY *HUSBAND.*

I COME HERE EVERY YEAR. I NEVER *TOLD* YOU BECAUSE CHRISTMAS WAS ALWAYS YOUR FAVORITE HOLIDAY, AND I DIDN'T WANT TO MAKE YOU FEEL SAD.

WHAT I FEEL IS LIKE A *MICROBE!* ALL MY LIFE, AUNT MAY HAS THOUGHT OF ME! AND ALL MY LIFE *I'VE* THOUGHT OF ME, TOO! MAYBE IT'S TIME TO START THINKING OF *HER* A LITTLE MORE.

IT'D MEAN THE WORLD TO AUNT MAY FOR MARY JANE AND I TO STAY WITH HER, FOR HER TO FEEL SHE CAN STILL HELP US IN TIMES OF NEED. AND Y'KNOW, THERE'S A BIG DIFFERENCE BETWEEN BEING *FORCED* TO DO SOMETHING, AND *CHOOSING* TO DO IT. AND SINCE PART OF BEING *INDEPENDENT* IS MAKING CHOICES...

AUNT MAY? IS THERE ANY CHANCE MJ AND I COULD STILL BUNK IN MY OLD ROOM?

WHA-- PETER! =SNUFFLE= I-I THINK *SOMETHING* COULD BE ARRANGED!

AND LATER, AT AUNT MAY'S FOREST HILLS BOARDING HOUSE, AFTER A QUICK "THANKS ANYWAY" CALL TO FLASH THOMPSON...

EGGNOG'S READY! GATHER 'ROUND!

MY, BUT YOU YOUNGSTERS HAVE CERTAINLY GIVEN THE TREE A LOVELY TRIM!

BYE-BYE!

AUNT ANNA SAYS "HI," FOLKS!

UMM, EXCUSE ME, KRISTY.

IT'S GOING TO BE ROUGH, MJ, EXPLAINING MY COMINGS AND GOINGS-- ESPECIALLY AS *SPIDER-MAN!* BUT ON THE PLUS SIDE--

-- I THINK AUNT MAY IS THE *HAPPIEST* PERSON ON EARTH RIGHT NOW!

THEN I GUESS THAT MAKES ME *SECOND* HAPPIEST! I'M REALLY PROUD OF YOU, TIGER!

NOW, CHILDREN! >TSK< THE *MISTLETOE* IS IN THE OTHER ROOM!

WE KNOW, AUNT MAY--

-- BUT THE *LOVE* IS IN *HERE!*

MERRY CHRISTMAS, EVERYONE!

P.S.

ENJOY *PEACE* ON EARTH WHILE YOU CAN, *SPIDER-MAN!* BECAUSE NEXT ISSUE...

VENOM RETURNS!

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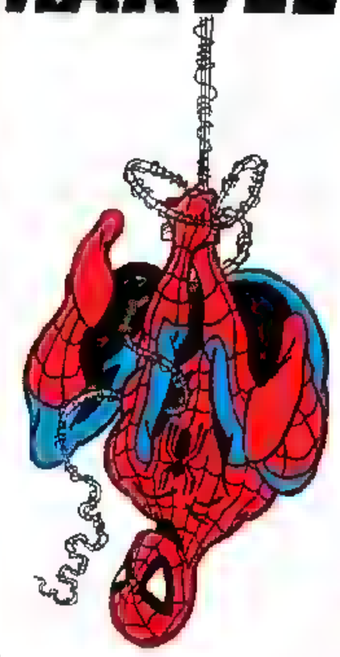

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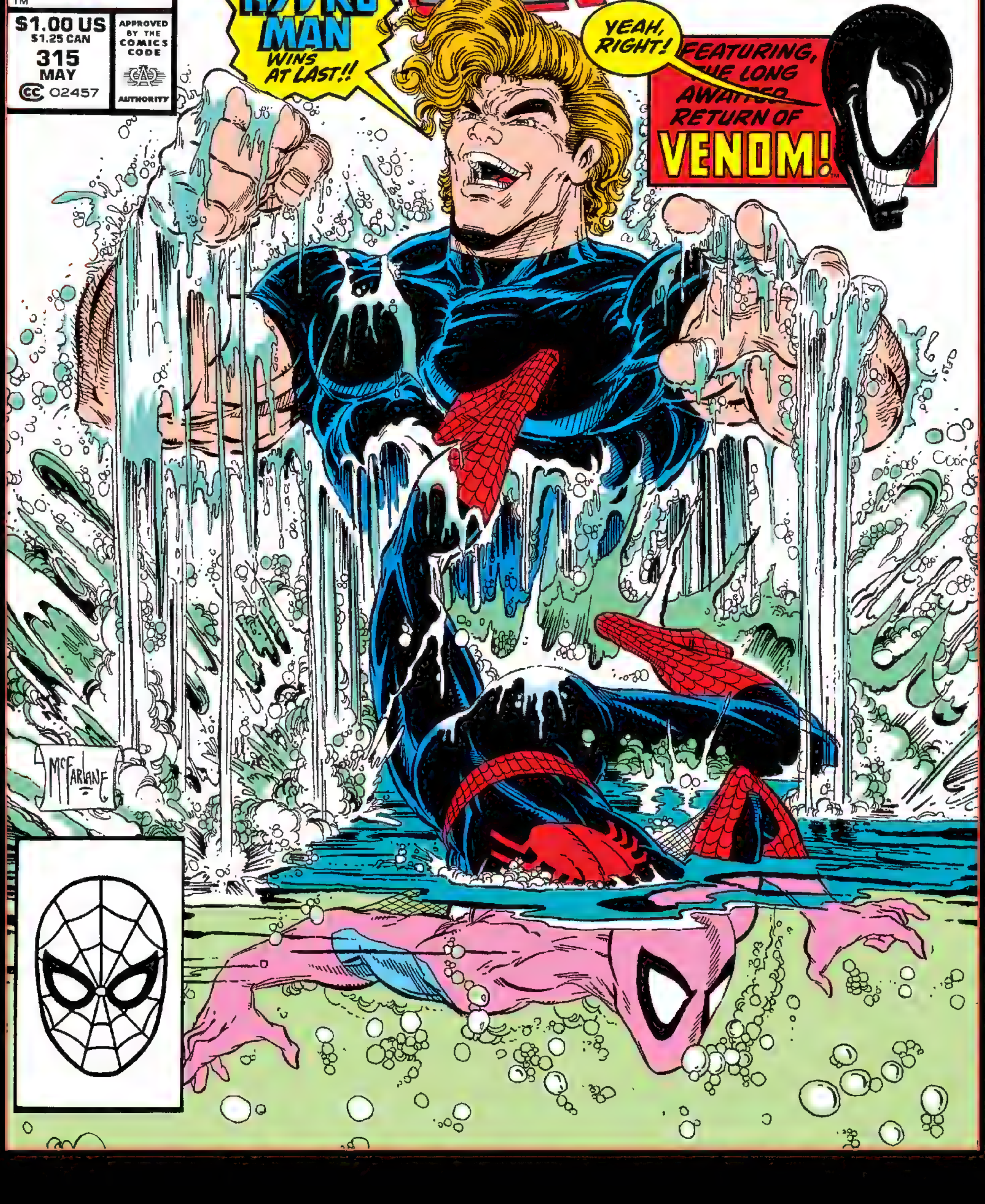
THE NON-MUTANT™ SUPER HERO!™

the AMAZING SPIDER-MAN®

HYDRO-MAN™ WINS AT LAST!!

YEAH, RIGHT!

FEATURING, THE LONG AWAITED RETURN OF VENOM!™



McFARLANE

GOVERNMENT SERVICE: ANOTHER TERM FOR "JOB SECURITY."

AT LEAST THAT'S WHAT HUGH TAYLOR HAD THOUGHT WHEN HIS HITCH IN THE ARMY WAS UP.

HE'D APPLIED FOR A SECURITY POSITION AT THE COLORADO SUPER-PRISON CALLED THE VAULT.

NOW, AT THE END OF HIS FIRST WEEK ON DUTY, HE'S SURE HE'D MADE THE RIGHT DECISION. HE'S PROUD OF HIS PROFESSION, HONORED TO SERVE HIS COUNTRY.

AND THUS ANGER GROWS AS HE PASSES THE CELL OF PSYCHOPATH EDDIE BROCK, AND SEES A FELLOW GUARD LYING MOTIONLESS ON THE COLD TILE FLOOR.

-- AND HE CANCELS THE SONIC SHIELD DESIGNED TO KEEP BROCK INSIDE --

-- FORGETTING THAT OTHERS CAN PASS THROUGH IT UNHARMED.

THAT MISTAKE WILL COST HIM HIS DREAM JOB.

CONCERN SUPERSEDES CAUTION--

GASP!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

A MATTER OF LIFE AND DEATH!

AMONG OTHER THINGS...

HHGGLL GK GGLLA K-K GHHG...

DAVID MICHELINIE WRITER | TODD McFARLANE ARTIST | RICK PARKER LETTERING | BOB SHAREN COLOR | JIM SALICRUP EDITOR | TOM DeFALCO EDITOR IN CHIEF

YES, I KNOW. ME, TOO.

THE DEATH OF AN *INNOCENT* IS ALWAYS A TRAGIC AFFAIR, EVEN WHEN ABSOLUTELY NECESSARY.

WE'RE SORRY.

SMEK

BUT SACRIFICES HAVE TO BE MADE--

--IF *VENOM* IS TO BE FREE ONCE MORE!

AND WE *MUST* BE FREE, TO DESTROY THE MONSTER *RE-SPONSIBLE* FOR ALL OUR PAIN, OUR MISERY! TO SLAY THE FIEND CALLED...

...SPIDER-MAN!

SPEAKING OF WHOM: SOME 1,500 MILES AWAY...

THIS ISN'T DODGE CITY IN THE 1800'S, HYDRO-MAN!

SPLOOSH

WORK CREWS GET PAID BY CHECK THESE DAYS, NOT CASH!

TRYING TO STEAL THEIR PAYROLL WAS DUMB!

YOU SHOULD STICK WITH THE SINISTER SYNDICATE!

MAYBE BETWEEN THE FIVE OF YOU, YOU COULD PUT TOGETHER HALF A BRAIN!

OOOO, HE'S MAD NOW!

WHICH IS JUST HOW I *WANT* HIM! MAD AND *CARELESS!*

WHEN HE RUSHES ME, I'LL RIP THE DOOR OFF THIS ELECTRICAL SWITCH BOX! THEN WHEN THE CURRENT HITS HIS LIQUID BODY, THE *SHOCK* SHOULD PUT "BIG H" DOWN FOR THE COUNT!

THAT'S IT... COME TO PAPA...!

HA!

HUH?!

H-HE WENT *AROUND!* SMARTER THAN I THOUGHT!

GOTTA *IMPROVISE!*

YOU AIN'T SO SWIFT Y'SELF, WEB-SLINGER! ALL THAT DOOR DID WAS PASS THROUGH *ME* AN' TEAR INTA SOME BAGS OF--

--CEMENT?

ICK!

M-MIXIN' WITH MY BODY! I'M TURNIN' *LUMPY!*

GOTTA DILUTE IT WITH MORE WATER, 'FORE IT STARTS TA *HARDEN!*

HEY, SPIDER-MAN! HE'S SLIPPIN' DOWN THAT STORM DRAIN!

I SEE HIM!

BUT I'M NOT GOING *AFTER* HIM!

HE'S COMBINED WITH THE DRAINAGE FLOW BY NOW! COULD BE *ANYWHERE!*

BESIDES, THE DANGER'S OVER.

AND MY AUTOMATIC CAMERA'S GOT PLENTY OF PICS FOR ME TO SELL TO THE DAILY BUGLE!

HEAVEN KNOWS, THAT'S MORE IMPORTANT NOW THAN EVER!

SINCE WE GOT EVICTED FROM OUR CONDO, AND MARY JANE'S SAVINGS ARE TIED UP IN LITIGATION BECAUSE OF IT--

--THE MONEY I MAKE SELLING NEWS PICS HAS BECOME VITAL!

WHICH IS KINDA SCARY CONSIDERING I COULD HARDLY SUPPORT MYSELF THAT WAY EVEN BEFORE I HAD A WIFE!

GREAT SHOW, WALL-CRAWLER!

WAIT'LL I TELL MY KID!

THAT'S WHY MJ AND I MOVED BACK INTO MY OLD ROOM AT *AUNT MAY'S* BOARDING HOUSE HERE IN QUEENS, UNTIL WE CAN FIND AFFORDABLE HOUSING IN MANHATTAN!

WHICH IS PROVING TO BE ABOUT AS EASY AS FINDING *WATER FOUNTAINS* IN THE *SAHARA!*

AT LEAST I HAD SENSE ENOUGH TO SET UP MY *DARKROOM* IN THE BASEMENT!

MAKES THINGS A LITTLE EASIER WHEN *PETER PARKER* HAS TO STEP OUT AS *SPIDER-MAN!*

IF I LOCK THE DOOR, DON'T ANSWER WHEN SOMEONE KNOCKS--

--THEY JUST ASSUME I'M BUSY DEVELOPING!

BUT I DON'T WANT TO PUSH THINGS. I'VE BEEN GONE QUITE A WHILE.

BETTER CHANGE CLOTHES AND MAKE AN APPEARANCE BEFORE FOLKS START WONDERING!

AND SOON, TO THAT END...

PSSST! MJ, IS THE COAST CLEAR?

GEEZ, PETER, YOU SOUND LIKE AN OLD MOVIE! WHAT'S NEXT, A SECRET PASSWORD?

HOW ABOUT, "COME WIZ ME TO ZE CASBAH...?"

HOW ABOUT, "COME WIZ ME TO MANHATTAN" INSTEAD? I HAVE TO MODEL IN A RUNWAY SHOW. WANT TO SHARE A CAB?

MATTER OF FACT, I DO HAVE SOME PHOTOS TO DROP OFF. I'LL GET MY JACKET.

MEET YOU ON THE PORCH.

HI, MR. CHEKHOV. YOU GUYS GOING OUT, TOO?

YES, PETER. THERE'S A POETRY READING IN THE PARK.

AT LEAST IT'S FREE...!

CARE TO COME ALONG, NATHAN?

I'VE BETTER THINGS TO DO THAN LISTEN TO NURSERY RHYMES, THANK YOU!

>HMPH<. THAT NATHAN LUBENSKY *NEVER* JOINS IN!

AW, LEAVE 'IM ALONE, ROSE.

DON'T YOU TALK TO *ME* LIKE THAT, VICTOR PALERMO!

UH, THINK I'LL SAY G'BYE TO AUNT MAY!

LAND SAKES, KRISTY! YOU PUT AWAY SO MANY HOMEMADE COOKIES, IT'S A WONDER YOU STAY AS *SLIM* AS YOUR COUSIN MARY JANE.

GONNA BE A MODEL, TOO >*MUNCH*< SOME DAY!

I'M HEAD-ING OUT, AUNT MAY.

DON'T SIGN ANY MODELING CONTRACTS YOURSELF WHILE I'M GONE, HEAR?

PEK

OH, PETER! YOU *DO* CARRY ON!

HEY, DON'T *I* GET A KISS?

UH, 'FRAID THAT WAS MY LAST ONE! I-I'LL TRY TO PICK UP A FRESH SUPPLY LATER!

DON'T KNOW WHY KRISTY MAKES ME NERVOUS. SHE'S JUST A KID, AND IT'S NOT LIKE SHE'S REALLY *FLIRTING*. BUT--

--HUH? NATHAN, IN AUNT MAY'S ROOM.

PUTTING HER *WALLET* BACK IN HER PURSE?

IS THERE SOMETHING I SHOULD KNOW?

INDEED THERE IS.

BUT IT HAPPENS TO BE TAKING PLACE IN THE VAULT!

SURE HOPE I SET THE TIMER ON MY VCR RIGHT.

IF I MISS AN EPISODE OF "ONE LIFE TO LIVE"..

TELL ME HOW TO GET OUT! HOW TO NEGATE THE ALARMS AND CAMERAS!

TELL ME NOW!

OR CHOKE TO DEATH ON YOUR OWN SPITTLE!

GHLK!

LATER, THE GUARD WILL BE FOUND UNCONSCIOUS.

HE'LL BE TRANSFERRED.

AND GRANTED EARLY RETIREMENT.

BUT HE WILL NEVER, EVER, SLEEP SOUNDLY AGAIN...

WHILE AT THAT MOMENT, JUST EAST OF THE QUEENSBORO BRIDGE...

I MADE DECENT BUCKS FROM SELLING THOSE PHOTOS TO THE *BUGLE*, BUT WEB-SWINGING IS STILL CHEAPER THAN TAKING A CAB!

AND UNTIL MARY JANE AND I GET BACK ON OUR FEET, I-- HUH? COMMOTION AT THE BANK!

NATHAN?

WORK, YOU MECHANICAL MORON!

EASY, PAL! AUTOMATIC TELLERS WON'T GIVE YA MORE'N FIVE HUNNERD BUCKS EVERY 24 HOURS!

BUT I NEED MORE! *MORE!*

WHAT FOR, NATHAN?

WHA-- PETER?!

M-MIND YOUR OWN BUSINESS, BOY!

NO.

VERY COURAGEOUS! THAT HOW YOU GET YOUR LAUGHS?

BULLYING CRIPPLES?

AAAA

THE PEOPLE RESPONSIBLE ALLOWED ME TO RECUPERATE, BUT NOW THEY WANT $5,000 OF THEIR MONEY AS A "GOOD FAITH" GESTURE!

MY RECENT, ER, *INVEST-MENTS* HAVEN'T PANNED OUT--

--SO I THOUGHT I'D *BORROW* THE MONEY, JUST TEMPORARILY, FROM MAY'S HOUSE ACCOUNT. HER TENANTS ALL KNOW THE NUMBER, BUT MAY KEEPS THE CARD HERSELF.

I'LL PAY IT BACK, I PROMISE! BUT IF MAY WERE TO FIND OUT...

...IT WOULD HURT HER, PETER. DEEPLY.

I'LL TAKE THE CARD, NATHAN.

AND I'LL KEEP YOUR SECRET.

BETTER DEPOSIT MY PHOTO MONEY INTO AUNT MAY'S ACCOUNT, IN CASE SHE DECIDES TO CHECK THE BALANCE.

SIGH EASY COME...

AND SOON...

HI, PETER! WANNA PLAY MONOP'LY?

MAYBE LATER, KRISTY.

SAY, HOW COME YOU'RE HOME SO EARLY SWEETHEART?

OH, THE CLIENT DECIDED AT THE LAST MINUTE I WASN'T QUITE THE TYPE HE WANTED. NO BIG DEAL.

BUT WHAT'S THE MATTER WITH YOU? YOU LOOK DOWN.

AND, ONCE ALONE...

WANT TO TALK?

ALL RIGHT!

LET'S GET SOME COCOA, DEAR.

AW, GEE!

IS THERE A PROBLEM, PETER?

'FRAID SO. IT'S ABOUT--

I WANTED TO HEAR THE GOOD STUFF!

NATHAN!

YOU OLD SCALAWAG! CAUGHT YOU SNEAKING A *SNACK* AGAIN, DIDN'T I?

:GULP: C-CAN'T PUT ONE OVER ON YOU, CAN I, MAY? :HEH:

G-GUESS I'D BETTER WAIT TILL SUPPER, HUH?

UH...

...:BYE!

THAT'S ODD.

FLOUR?

BUT NATHAN DOESN'T EVEN LIKE TO BOIL WATER FOR TEA!

THERE'S SOMETHIN' *FISHY* 'BOUT THAT GUY...!

INDEED THERE IS. AND KRISTY WATSON ISN'T THE ONLY ONE TO NOTICE.

FOR AS EVENING FALLS, AND NATHAN EXCUSES HIMSELF TO TAKE IN A BIT OF NIGHT AIR--

--THE SHADOWS THAT FOLLOW HIM ARE NOT EXCLUSIVELY HIS OWN!

FIVE HUNDRED WAS ALL I COULD GET!

NOT ENOUGH, LUBENSKY! YOU SCREWED AROUND WITH US BEFORE AND IT LANDED YA IN TRACTION! THIS TIME--

--YER GONNA NEED A HEARSE!

AGGH!

SLATCH

LOOK OUT! HE'S GOT A STEAK KNIFE!

I ALSO HAVE A CAN OF "RAID"! SHOULD WORK WONDERS ON COCKROACHES LIKE YOU!

PSSHT

JUST 'CAUSE I'M IN A WHEELCHAIR DOESN'T MEAN I'M HELPLESS!

MAYBE NOT, POP! BUT CAN YA PUSH THAT THING FASTER'N A BULLET?

→AHK← B-BAG FULL O' FLOUR! C-CAN'T SEE--!

YOU'RE AN ORNERY CUSS!

BUT YA CAN'T HOLD ALL THREE OF US FOR LONG!

THREE, HUH? THAT GIVES ME A CHOICE!

EENIE, MEENIE, MINIE--

-HIYA, MOE!

WAP! WAP! WAP!

KLUD

LARRY, I PRESUME?

WAP! WAP! WAP!

WUMB

AND YOU MUST BE CURLY!

≥NYUK-NYUK≤ SLIMEBALLS!

WAP! WAP! WAP!

FROP

ON THE MOMENTS THAT FOLLOW--

--NATHAN LUBENSKY'S HEARTBEAT SLOWS TO A SEMBLANCE OF ITS NORMAL RHYTHM.

HE THINKS ABOUT WHAT HAPPENED HERE TONIGHT.

AND WHAT MIGHT HAPPEN TOMORROW!

IT AIN'T OVER, LUBENSKY! WE'RE DOWN NOW, BUT THERE'LL BE OTHER TIMES!

NO. THERE WON'T.

WHO--?

PETER?

I'M A NEWS PHOTOGRAPHER. I WAS TRYING TO GET SOME ACTION SHOTS OF SPIDER-MAN.

INSTEAD, I GOT THREE MAGGOTS TRYING TO MURDER A SENIOR CITIZEN!

BE A SHAME IF THE NEGATIVES FOUND THEIR WAY TO THE DISTRICT ATTORNEY'S OFFICE.

WOULDN'T IT?

ANY QUESTIONS?

NO?

GOOD.

I CAN'T THANK SPIDER-MAN--HE'S GONE. BUT I WANT TO THANK *YOU* FOR WHAT YOU DID, PETER.

AND *I* WANT SOMETHING IN RETURN, NATHAN.

OF COURSE. THE $500.

BESIDES THAT, I WANT YOU TO GIVE UP *GAMBLING*.

B-BUT WHY? IT'S SIMPLY A FORM OF *RECREATION*--!

A COUPLE OF BUCKS IN A FOOTBALL POOL IS RECREATION; ALMOST GETTING KILLED FOR THOUSANDS OF DOLLARS IS A SIGN OF *COMPULSION*!

A DISEASE THAT COULD HURT NOT ONLY YOU, BUT THE PEOPLE YOU CARE MOST ABOUT!

INCLUDING AUNT MAY!

YOU...YOU'RE RIGHT, PETER. I-I WILL QUIT.

FOR MAY...

AND THUS, WHEN MORNING COMES FOR NATHAN LUBENSKY, IT IS A DAWN FILLED WITH BRIGHT COLORS, FRESH WITH HOPE.

GOING OUT, NATE?

JUST TO THE CORNER FOR A PAPER, ANTON. BACK SOON.

MORNING, HAL! GIVE ME A COPY OF THE *BUGLE*, WILL YOU? AND A HERSHEY BAR, NO ALMONDS. AND...UH... AND...

...A DOZEN LOTTERY TICKETS.

EPILOGUE: ELSEWHERE...

I-44 ST. LOUIS 52 MILES

I REALLY APPRECIATE YOU FOLKS HELPING ME GET TO NEW YORK. YOU'RE VERY KIND.

WE DON'T USUALLY PICK UP HITCHHIKERS, MR. BROCK. BUT THE WEATHER'S SO *MISERABLE*, AND AFTER WHAT YOU'VE TOLD US ABOUT YOUR TRAVELS...!

OH, MY, YES! THUMBING ACROSS AMERICA! SLEEPING IN *CAVES*--!

EVEN IN WINTER, WEREN'T YOU AFRAID OF *SNAKES*?

I JUST *HATE* SNAKES!

DON'T YOU?

NO.

I ONLY HATE...

...SPIDERS!

NEXT ISSUE:

BITES!

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THE NON-MUTANT SUPER HERO!™

the AMAZING SPIDER-MAN®

VENOM™ IS BACK!

McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

NEW YORK CITY: A LONG-FORSAKEN SUBWAY TUNNEL WHERE A LUCKLESS, SHELTER-SEEKING DERELICT IS ABOUT TO LEARN THAT--

-- VENOM RULES!

DEAD MEAT

DAVID MICHELINIE	TODD McFARLANE	RICK PARKER	BOB SHAREN	JIM SALICRUP	TOM DeFALCO
WRITER	ARTIST	LETTERER	COLORIST	EDITOR	EDITOR IN CHIEF

I'M DISAPPOINTED. I THOUGHT I'D HAVE THESE FORGOTTEN PASSAGEWAYS TO *MYSELF!*

I-I WON'T TELL NO ONE I SAW YA, MISTER! H-HONEST--!

YOUR EYES LIE.

YOUR *MOUTH* WILL FOLLOW.

WATCH.

PL

P

SEE HOW THE RAT STRUGGLES IN MY AIRTIGHT WEBBING? AND HOW, WHEN I EXTRACT THE *OXYGEN* FROM THAT MASS--

--THOSE STRUGGLES QUICKLY *CEASE?*

I HAVE *MORE* WEBBING, YOU KNOW.

LOTS MORE.

≥GULP≤ I-I WON'T SAY A WORD!

I BELIEVE YOU.

NOW.

WE ARE SECURE.

THOUGH HAVING ESCAPED *ONE* CATACOMB MERE DAYS AGO,* SOME MIGHT THINK IT ODD THAT WE SHOULD CHOOSE *ANOTHER* AS SANCTUARY!

KEEP OUT

*THE GOVERNMENT'S SUPER-PRISON, **THE VAULT,** LAST ISSUE. -- J.S.

WE HAVE OUR REASONS.

KCHANK

FOR WHEN I WAS MERELY *EDDIE BROCK*, REPORTER FOR THE *DAILY GLOBE*, I DISCOVERED THESE *FALLOUT SHELTERS* WHILE RESEARCHING A STORY ON GOVERNMENT WASTE.

THEY HAD BEEN BUILT SECRETLY FOR HIGH-RANKING OFFICIALS IN THE 1950's -- AT TAXPAYER EXPENSE -- BUT WERE ABANDONED AND SEALED WHEN THE *COLD WAR* WENT AWAY.

RECORDS OF THEIR EXISTENCE HAD BEEN DESTROYED, AND IT WAS ONLY THROUGH EXTRAORDINARY PERSEVERANCE THAT I WAS ABLE TO FERRET THEM OUT.

WE WILL BE SAFE HERE.

SAFE TO PURSUE OUR *DESTINY!*

A DESTINY BEGUN WHEN *SPIDER-MAN* DESTROYED MY LIFE!* I SOUGHT SOLACE IN SUICIDE, BUT YOU STOPPED ME, MY EBON FRIEND. YOU SAVED ME. *JOINED* ME.

AND OUR SHARED HATRED FOR THAT WALL-CRAWLING MONSTER MADE US ONE.

THE ENTITY THE WORLD HAS COME TO KNOW AS *VENOM!*

* A TALE TOLD IN *AMAZING SPIDER-MAN #300*.--J.S.

NOW, WE MUST PREPARE. THESE WEIGHTS ARE RUSTED, DUST-COVERED. BUT THEY WILL SUFFICE.

FOR WHILE *YOUR* POWER IS INHERENT, *MY* MUSCLES MUST BE EARNED! AND WE MUST BOTH BE AT OUR FULLEST POSSIBLE STRENGTH--

-- SO THAT WE MAY RIP SPIDER-MAN INTO THE SMALLEST POSSIBLE *PIECES!*

SPEAK OF THE DEVIL, AND YOU'LL HEAR THE RUSTLE OF HIS WINGS.

OR IN THIS CASE, THE CLICK OF HIS SHUTTER!

OOO

MY CAMERA HAS AN "AUTOMATIC" SETTING. IT SHOULD BE TAKING PICTURES WHILE I HELP THE GOOD GUYS!

BUT I'VE SEARCHED ALL MORNING FOR ACTION I COULD PHOTOGRAPH BUT NOT GET INVOLVED IN. AND NOW THAT I'VE FOUND IT--

OOO

--I'D BETTER TAKE ADVANTAGE OF IT! BESIDES, THE POLICE SHOULDN'T HAVE ANY TROUBLE NABBING THAT BANK ROBBER. I MEAN, IT'S NOT LIKE HE HAD A GUN OR--

"...NUTS.

IMAGINE, I ACTUALLY THOUGHT SOMETHING MIGHT GO *RIGHT* FOR A CHANGE.

SILLY ME.

THWIPP

SPAK

SKRRRRRRAW

SKLAPLANGK

JUNK WASN'T HEAVY ENOUGH TO REALLY *DAMAGE* THE GUY, BUT HE'LL BE OUT FOR A WHILE.

SPIDER-MAN! YOU SAVED MY LIFE! HOW CAN I THANK YOU?

WELL, FOR STARTERS, HOW ABOUT FORGETTING I WAS EVER *HERE?*

IT'S HARD ON MY EGO, BUT REMAINING ANONYMOUS IS THE ONLY WAY I CAN MAKE A *LIVING* THESE DAYS!

WHAT WITH *J. JONAH JAMESON* ACTING EVEN WEIRDER THAN USUAL--

--NOT BUYING SPIDER-MAN PHOTOS FOR *THE DAILY BUGLE* FROM ANYONE BUT *NICK KATZENBERG!*

A FELLOW WITH A DECIDEDLY *ANTI-SPIDEY* BIAS!

AND MY INCOME'S BECOME EVEN MORE IMPORTANT SINCE *MARY JANE* AND I GOT EVICTED FROM OUR CONDO. WITH HER MONEY TIED UP IN *LEGAL* HASSLES--

--PAYING FOR MY GRADUATE STUDIES, AND PUTTING ASIDE FOR A NEW APARTMENT, IS STRAINING *MY* SAVINGS TO THE BREAKING POINT!

I'VE BEEN FORCED TO FIND NEWS THAT DOESN'T HAVE *ME* IN IT!

MAYBE I SHOULD LOOK FOR *OTHER* COSTUMED TYPES TO PHOTOGRAPH. AT LEAST JONAH HASN'T BLACK-BALLED ANYONE *ELSE*.

YET!

AH, WELL, BETTER CHANGE INTO THE *CIVILIAN CLOTHES* IN MY WEBBING BUNDLE --

-- AND LET *PETER PARKER* PEDDLE HIS WARES!

INSIDE, AT GLORIA GRANT'S WORK STATION...

HI, PETER! HERE ARE THOSE *CHANGE OF ADDRESS* NOTICES YOU ASKED ME TO RUN OFF.

GREAT!

SO HOW'S IT WORKING OUT, LIVING WITH YOUR *AUNT MAY* AGAIN -- *UHP!* LATER, PETE. MY *LUNCH DATE'S* HERE!

O.K., GLORY. THANKS FOR THE COPIES.

YOU DIDN'T MAKE THOSE ON THE *OFFICE* COPIER, DID YOU?

'LO, NICK.

USING *COMPANY PROPERTY* FOR PERSONAL NEEDS? DOES *JONAH* KNOW ABOUT THIS?

DOES *GERALDO* KNOW WHAT YOU USE TO SATISFY *YOUR* PERSONAL NEEDS, KATZENBERG?

HMPH!

JERK. SOME DAY I'M GOING TO--

--HELLO? MARY JANE?

HI, SWEETHEART! I WAS JUST ON MY WAY OUT. HMMM? NO, I'M NOT DOING THAT FASHION SHOOT, AFTER ALL. THEY *CANCELED* AT THE LAST MINUTE.

UH-HUH, LIKE THE *OTHERS*.

NO, I'M FINE. REALLY!

I'M GOING TO USE THE TIME TO DO SOME APARTMENT HUNTING, AND TO PICK UP THOSE *PROPERTY FORMS* AT OUR OLD CONDO IN THE *BEDFORD*.

ARE YOU *SURE* YOU'RE OKAY, HON?

I'M GREAT, TIGER! HEY, AFTER BEING MY *HUBBY* ALL THIS TIME--

--YOU SHOULD *KNOW* THAT!

'BYE!

MJ'S A REAL TROUPER. SHE'S WORRIED ABOUT THE *DOWNSWING* HER MODELING CAREER HAS TAKEN, AND FEELS BAD THAT WE WERE EVICTED BECAUSE SOME JEALOUS LUNATIC HAD A *CRUSH* ON HER. BUT SHE'S REALLY HIDING IT--

--EH? *SPIDER-SENSE!* USUALLY WARNS OF *DANGER!*

BUT LATELY IT'S BEEN BUZZING WHEN GLORY'S NEW BOYFRIEND IS AROUND!

SURE WISH I KNEW *WHY.* *

* PERHAPS BECAUSE HE'S A **WEREWOLF!** SEE CURRENT ISSUES OF ***SPECTACULAR SPIDER-MAN*** FOR DETAILS. --J.S.

BUT WHILE PETER PARKER PONDERS, A LITHE FORM LEAPS FROM AN UPPER WEST-SIDE ROOF-TOP --

*-- LANDING ON A BALCONY AT THE **BEDFORD TOWERS,** A TERRACE ONCE USED BY SPIDER-MAN FOR CLANDESTINE ENTRY. AND NOW USED BY--*

-- THE BLACK CAT!

NO FURNITURE? HE'S MOVED OUT?!

BLAST!

WHEN I GOT BACK FROM EUROPE, SPIDER HAD MOVED FROM OUR OLD APARTMENT ON CHELSEA STREET, AND IT TOOK ME ***WEEKS*** TO TRACK HIM DOWN HERE!

NOW HE'S GONE *AGAIN!*

WE WERE IN LOVE, BUT I FLEW THE COOP, EVEN THOUGH I'D LOST MY **BAD LUCK** POWERS, AND KNEW THEY WOULDN'T BE A DANGER TO SPIDER!

I GOT MIXED UP WITH THAT SNAKE CALLED **THE FOREIGNER** FOR A WHILE, BUT NOW I KNOW THAT SPIDER AND I WERE **MEANT** TO BE TOGETHER IF ONLY I CAN FIND--

SPIDER...?

NO! COSTUME'S RIGHT, BUT HE'S TOO BIG! TOO...

...EVIL!

WHERE IS HE?

PARKER'S FLED HIS LAIR! BUT YOU KNOW **WHO** HE IS--YOU MUST KNOW **WHERE** HE IS!

TELL ME!

THRAK

THE ONLY THING I'M TELLIN' YOU, BUSTER, IS WHERE TO **GO!**

AND I **DON'T** THINK YOU'LL LIKE IT!

UH-OH! HE'S GOT *WEBBING*, JUST LIKE SPIDER! TOO STRONG FOR ME TO BREAK!

BUT FORTUNATELY, THE STEEL CHAIN HOLDING THAT CHANDELIER UP--

--ISN'T!

CRKLEESH

YYYYYAAAGGGGG *WOMAN!*

KRUNCH

TELL ME WHERE HE IS! NOW! WHILE YOU STILL HAVE A *FACE!*

I...=SHNOK=...D-DON'T KNOW! I-I WAS LOOKING FOR HIM...=SHNF= MYSELF!

YES. *YOUR* EYES *DON'T* LIE!

NO MATTER.

PARKER'S WIFE DIDN'T KNOW WHERE HE WAS, EITHER, AND I FOUND HIM BEFORE.

I'LL FIND HIM *AGAIN!*

SHE'S DAMAGED, WOUNDED. SHE SHOULD BE THINKING OF DOCTORS.

BUT HER SHAKEN MIND FOCUSES INSTEAD ON THAT SINGLE, STARTLING WORD:

W... WIFE...?

SPEAKING OF WHOM, SEVERAL STORIES BELOW...

I'M SURE GONNA MISS SEEIN' YOU AN' MR. PARKER, MA'AM.

WE'LL MISS YOU, TOO, WALLY. BUT WE'LL STOP BY AND SAY "HI" WHENEVER WE'RE--

GASP

SOMETHIN' WRONG? YOU LOOK *PALE.*

I... I'M FINE, WALLY. I-I JUST--

--FELT A *CHILL.*

DARKNESS DESCENDS, AND AS PETER PARKER RETURNS TO THE FOREST HILLS BOARDING HOUSE RUN BY HIS AUNT MAY...

TOP O' TH' EVENIN' TO YE, PRETTY LADY! WHAT'S UP?

MARY JANE SEEMS UPSET, DEAR. MAYBE YOU SHOULD TALK WITH HER.

SHE'S UPSTAIRS.

AND...

MJ?

AUNT MAY SAID YOU NEEDED SOME PERKING-UP, AND THEY DON'T CALL ME "PETER PERKER" FOR NOTHING!

SO, DID YOU HEAR THE ONE ABOUT THE NEARSIGHTED GERBIL WHO--

PETER.

HE'S BACK.

JOVIALITY FADES SWIFTLY AS PETER LISTENS TO HIS WIFE'S STORY, A TERSE TALE OF BLACK-AND-WHITE HORROR SEEN SWINGING AWAY FROM THE BEDFORD TOWERS. HORROR THAT HAS A NAME:

VENOM! BUT HE'S SUPPOSED TO BE LOCKED AWAY!

I'M GOING TO FIND OUT WHAT THE BLAZES IS GOING ON!

BUT CALLS TO GOVERNMENT AGENCIES ARE REFERRED TO **OTHER** AGENCIES, THEN OTHERS STILL. UNTIL FINALLY...

LOOK, I'M TIRED OF GETTING THE RUN-AROUND! I'M TELLING YOU THIS IS ***SPIDER-MAN***, AND I WANT SOME ANSWERS!

LIKE WHY THE ***MEDIA*** HAVEN'T BEEN ALERTED THAT A NUT CASE CALLED ***VENOM*** ESCAPED FROM YOUR HIGHLY-TOUTED ***VAULT!***

--WHAT? YOU WERE TRYING TO PREVENT PANIC?

YOU SUGGEST I FILL OUT A ***FORMAL COMPLAINT?!***

WAIT--! DON'T YOU ***DARE*** PUT ME ON HOLD! ***DON'T***--

THAT MANIAC SWORE TO ***KILL*** ME, AND IT'D BE NICE TO HAVE A LITTLE ***WARNING*** WHEN--

PLAKT

HE FOUND US ON CHELSEA STREET. HE FOUND WHERE WE LIVED AT THE *BEDFORD*. WHAT IF HE FINDS US... ***HERE?***

DON'T WORRY, MJ, VENOM WON'T ***HAVE*** TO FIND ME-- BECAUSE ***I'M*** GOING TO FIND ***HIM!***

THUS, AS THE HOURS OF NIGHT CRAWL BY, SPIDER-MAN CRISSCROSSES MANHATTAN IN AN ALL-INCLUSIVE GRID.

HE DOES NOT ENJOY HIMSELF.

MAYBE MARY JANE *SHOULD* WORRY. IF VENOM FINDS OUT WHERE WE'RE STAYING, HE COULD NOT ONLY PUT MJ IN DANGER, BUT COULD THREATEN AUNT MAY AND THE BOARDERS AS WELL!

WHICH IS WHY I HAVE NO CHOICE-- I HAVE TO TAKE THE FIGHT TO *HIM!*

BE A LOT EASIER IF I HAD THE SLIGHTEST IDEA WHERE HE *IS!*

LAST TIME WE MET, VENOM FOUND *ME* BY "TROLLING" THE CITY UNTIL I SPOTTED HIM!

I'D HOPED THE SAME TACTICS MIGHT WORK FOR *ME*, BUT IT'S ALMOST DAWN AND HE HASN'T SHOWN!

GUESS I'D BETTER CALL IT A NIGHT AND HEAD HOME.

DON'T KNOW WHETHER TO BE *DISAPPOINTED*, OR *RELIEVED*!

AT LEAST THE *CLOTHING BUNDLE* I LEFT AT THIS MEAT PACKING PLANT IS STILL HERE. DAY SHIFT WON'T START FOR ANOTHER HOUR, AND BY THEN I'LL BE SNOOZING IN MY OWN--

QUITTING SO SOON?

SPOILSPORT!

VENOM!

ER, F-FINALLY FOUND ME, EH?

FIND YOU? WE'VE BEEN *FOLLOWING* YOU!

FOR HOURS...!

BLAST! FORGOT THAT HIS *ALIEN SYMBIOTE COSTUME* DOESN'T TRIGGER MY SPIDER-SENSE! I DIDN'T EVEN THINK TO LOOK *BEHIND* ME!

PZIP

AND WITHOUT MY SPIDER-SENSE, I WASN'T WARNED TO AVOID VENOM'S *WEBLINE!* GOT TO BREAK LOOSE BEFORE--

RAMPAGE!

VENOM HAS ALL OF MY POWERS, AND *MORE* MUSCLE!

DON'T KNOW IF I COULD SURVIVE A HEAD-TO-HEAD BATTLE!

SO I'LL JUST HAVE TO *USE* MY HEAD AND LURE HIM INTO AN *AMBUSH!*

COME OUT, COME OUT, WHEREVER YOU ARE! WE PROMISE TO KILL YOU *NICE!*

JUST A LIIIIIIIITLE CLOSER AND--

HA!

KLOP

WE *KNEW* YOU'D BE THERE!

YOU GOT A BEEF WITH ME, PAL? WELL, HERE'S ONE FOR YOU!

A WHOLE SIDE OF IT!

GOOD PRACTICE!

SKRRRRIP

NOW DROWN!

=GHK?!=
=SPLUTT!=

B-BLOOD! A-AND OFFAL!

I'M ...C...COVERED WITH IT?!!

SPIDER-MAN IS A HERO. BUT BENEATH THE MASK, HE IS JUST A MAN. AND LIKE ALL MEN--

--HE HAS A BREAKING POINT!

YYAAAAAAH!!

THRUD

BLOSH

OKAY! SO I *PANICKED!* NOTHING LIKE THAT EVER *HAPPENED* TO ME BEFORE! I HAD TO GET *OUT!*

NOW I HAVE TO GET HOME, TAKE A SHOWER! WASH THIS THIS *STUFF* OFF MY COSTUME! I JUST CAN'T BEAT VENOM ONE-ON-ONE!

" I'LL NEED A PLAN, MAYBE SOME HELP! BUT AT LEAST I'LL HAVE TIME TO WORK ON IT!

" THANK HEAVEN VENOM STILL DOESN'T KNOW--

" --WHERE I *LIVE!* "

WE'VE MOVED!

please be advised that
TER and MARY JANE
PARKER are now
residing at:

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NEXT ISSUE:

GUESS WHO'S COMING TO

DINNER?

(HEH HEH HEH! HEH HEH HEH HEH HEH...)

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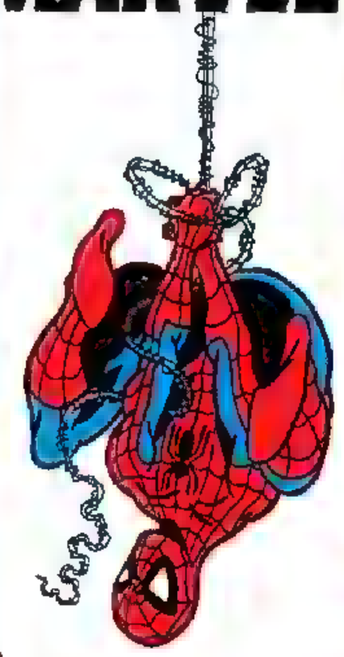

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THE WORLD'S GREATEST COMIC MAGAZINE!

the AMAZING SPIDER-MAN®

HEY!

HAS VENOM™ BECOME KINDER AND GENTLER?

McFARLANE

READ OUR LIPS, SPIDEY-- NO WAY!

AT THE FOREST HILLS BOARDING HOUSE OWNED AND RUN BY MAY PARKER--

--HER YOUNG NEPHEW, PETER, HAS A PRACTICAL THOUGHT...

GOTTA ACT NORMAL! OOOO

OKAY, SO EDDIE BROCK ESCAPED FROM PRISON! SO THE LIVING COSTUME HE WEARS GIVES HIM INCREDIBLE POWER AS VENOM!

SO HE KNOWS I'M SPIDER-MAN AND HAS SWORN TO KILL ME!

HE STILL DOESN'T KNOW WHERE I LIVE, AND THAT SHOULD GIVE ME TIME TO FIGURE A WAY OUT OF THIS MESS!

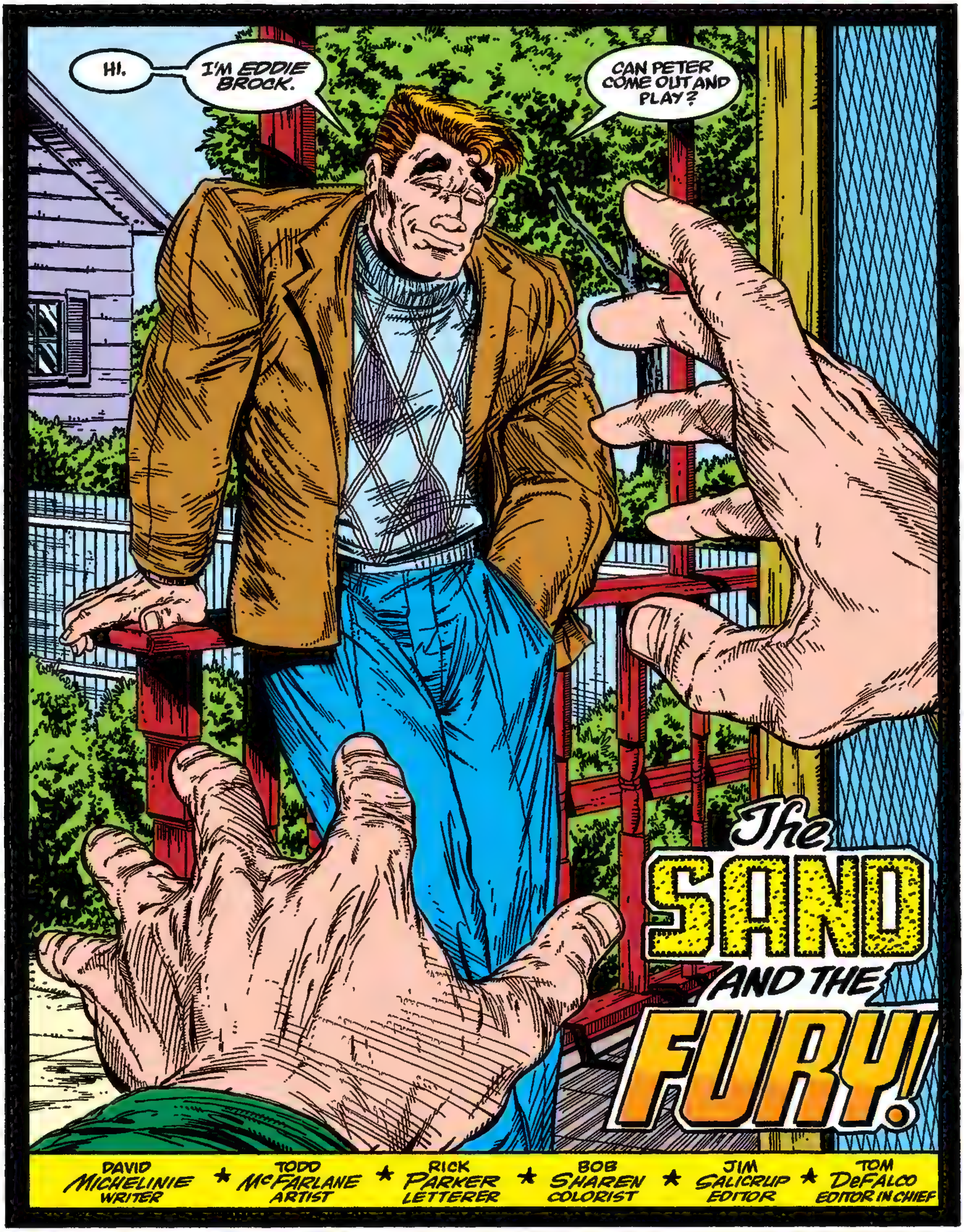
TILL THEN I'VE GOT TO ACT LIKE NOTHING'S WRONG, SO I WON'T WORRY AUNT MAY.' THAT'S WHY I AGREED TO GO SHOPPING WITH HER THIS MORNING.

I CAN THINK ABOUT BROCK ON THE WAY.

AFTER YOU, PRETTY LADY. CAN'T KEEP THOSE SALES CLERKS WAITING, YOU--

--NO!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



DON'T... TOUCH... HER...!

YOU MUST BE PETER'S AUNT. IT'S AN HONOR TO MEET SOMEONE SO...

=URNK=

...INNOCENT!

ALIEN COSTUME... T-TOO STRONG!

WHY, UH, THANK YOU, MR. BROCK.

WOULD YOU MIND IF I BORROWED YOUR NEPHEW FOR A WHILE? I'M AFRAID WE HAVE--

=OONF=

--BUSINESS.

OF COURSE NOT. YOU GO ALONG, PETER. WE'LL SHOP LATER.

I'M SURE SHE'LL BE FINE, PETER.

BUT, AUNT MAY--!

AFTER WE'VE GONE..!

OKAY, AT LEAST *AUNT MAY'S* OUT OF DANGER! BUT WHAT NOW?

I GIVE UP, BROCK. HOW DID YOU *FIND* ME?

VERY EASILY. YOU LEFT SOME *CLOTHING* BEHIND AT OUR PREVIOUS ENCOUNTER.*

YEAH? SO WHA--

* SEE LAST ISSUE. -- J.S.

--OH. I WAS SO UPSET ABOUT LOSING THE CLOTHES--MORE *MONEY* DOWN THE DRAIN--THAT I FORGOT THE *CHANGE OF ADDRESS* FORMS I HAD IN MY POCKET!

WE'VE

Please be
PETER and
PARKER
residi

20 Ingram
Forest Hills, N
Tel. (718) 55

M
stol

THAT STILL DOESN'T EXPLAIN WHY YOU DIDN'T ATTACK, MAKE ME REVEAL MY *SPIDER-POWERS* IN FRONT OF EVERYONE.

A BATTLE IN THE SUBURBS MIGHT HAVE HURT INNOCENT PEOPLE. I LIKE TO AVOID THAT... WHEN POSSIBLE.

AS FOR YOUR BELOVED "SECRET IDENTITY," WELL, I WANT YOU FOR *MYSELF!* IF YOUR DUAL IDENTITY WERE PUBLICLY KNOWN, THERE'D BE TOO MUCH COMPETITION FOR YOUR *SCALP!* I HAVE NO INTENTION OF REVEALING YOUR SECRETS.

AS LONG AS YOU PLAY BY THE *RULES!*

AND JUST WHAT DO YOU HAVE IN MIND?

IN THE YEARS I SPENT AS A REPORTER FOR *THE DAILY GLOBE*--BEFORE YOU DESTROYED MY CAREER BY PROVING ONE OF MY BEST STORIES TO BE *UNTRUE*--I LEARNED A LOT OF THINGS.

ONE WAS THAT THE *GLOBE'S* PUBLISHER HAS AN ESTATE ON LONG ISLAND: *SEACREST*, ON THE TIP OF MONTAUK.

I WANT YOU TO MEET ME THERE TOMORROW. AT SUNUP THE PLACE IS DESERTED IN WINTER SO...

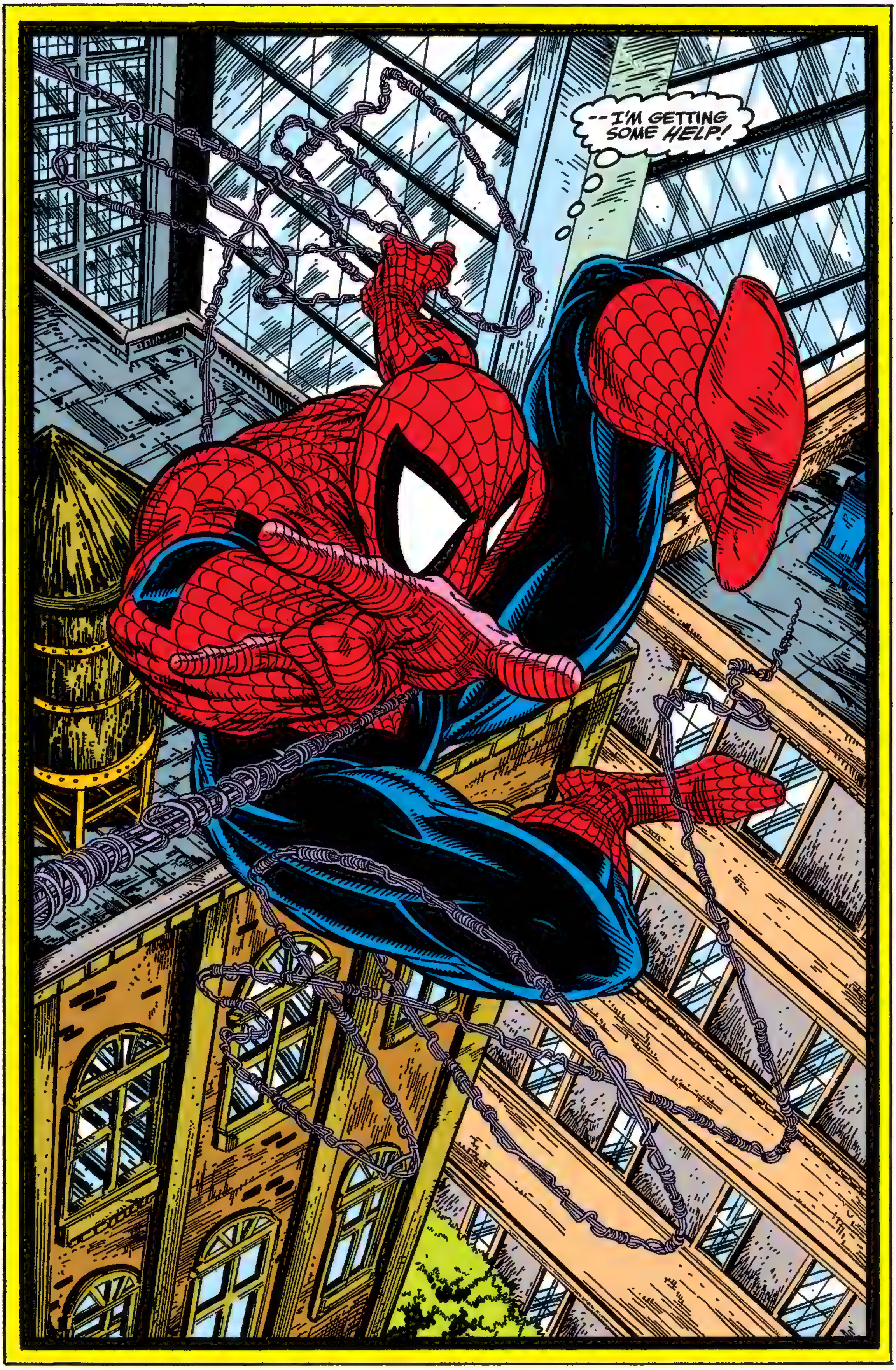
...WE WON'T BE *DISTURBED!*

I'LL BE THERE.

YES. SO WILL *WE.*

"PLAY BY THE RULES"?! RIGHT! - AND END UP LIKE THE *BRITISH REGULARS* DID AGAINST THE *MINUTE MEN!*

VENOM ALMOST *KILLED* ME IN OUR LAST BATTLE! AND THIS TIME OUT--


--I'M GETTING SOME HELP!

MANHATTAN.

MOMENTS LATER.

A HAPLESS HARDHAT FALLS TO HIS DEATH.

EEYAAAAAH!

NEARLY.

WHIR

THUNK!

SORRY, PAL! NO FLYING IN THIS BURG WITHOUT A LICENSE!

OR A WEBLINE!

SPIDER-MAN! Y-YA SAVED MY LIFE!

THANKS.

WITH MY POWERS, HELPING PEOPLE IS EASY. NOW COMES THE *HARD* PART: ASKING PEOPLE TO HELP *ME*!

THEY'LL PROBABLY *LAUGH*...!

WHAT IS THIS, A JOKE?

FOUR FREEDOMS PLAZA, HOME OF THE FANTASTIC FOUR.

LOOK, BEN, AS *THE THING*, YOU WERE PART OF THE *F.F.* WHEN THEY WERE ON THE *BEYONDER'S* PLANET! YOU KNOW THAT'S WHERE THE ALIEN SYMBIOTE COSTUME CAME FROM, WHERE IT FIRST TRIED TO *MELD* WITH ME.

AND YOU KNOW THAT IT *HATES* ME BECAUSE I *REJECTED* IT!

NOW IT'S MELDED WITH *EDDIE BROCK*, WHO HATES ME ALMOST AS MUCH! WHEN THEY BECOME *VENOM*, THEY'RE ONE OF THE DEADLIEST FOES I'VE FACED!

I NEED *HELP!*

* THIS STORY TAKES PLACE BEFORE THE EVENTS IN FANTASTIC FOUR #226.--J.S.

THEN YOU *GOT* IT!

I'LL GATHER THE REST O' THE TEAM TOGETHER AN' PUT 'EM ON STANDBY!

THE MINUTE YOU NEED US, WEB-SLINGER, JUST--

"--HOLLER!"

YOU!

AUNT MAY'S BOARDING HOUSE.

LATER THAT AFTERNOON.

YOUR FRIEND EDDIE DROPPED BY FOR A VISIT, PETER.

HE'S SUCH A HELPFUL YOUNG MAN!

YEAH, A REGULAR BOY SCOUT!

C'MON, "FRIEND," YOU AN' ME GOTTA TALK!

WHERE DO YOU GET OFF HASSLING MY FAMILY? I THOUGHT THIS WAS BETWEEN US!

THAT'S RIGHT. YOU AND ME.

NOT THE FANTASTIC FOUR!

WHAT?! H-HOW DID YOU--?

FOR SOMEONE WHO'S SURVIVED THIS LINE OF WORK SO LONG, YOU'RE EMBARRASSINGLY EASY TO *FOLLOW!*

BLAST! I RELY ON MY *SPIDER-SENSE* TO WARN ME ABOUT STUFF LIKE THAT! BUT MY SPIDER-SENSE DOESN'T REACT TO THE *SYMBIOTE!*

BE ON THE BEACH AT MONTAUK TOMORROW MORNING, SPIDER-MAN.

ALONE.

OR NASTY THINGS COULD START HAPPENING TO ALL *SORTS* OF PEOPLE.

THAT BOTHER YOU? HEY--

--CALL A *COP!*

:HIH:

HE'S GOT ME. AND HE KNOWS IT. MAYBE IT'S TIME I HAD A SERIOUS TALK WITH MY BETTER HALF.

OR, MORE APPROPRIATELY--

"--MY NEXT OF KIN!"

MARY JANE?

HI, PETER! I WAS LOOKING FOR SOME TAX RECORDS MAY ASKED ME TO FIND--

-- AND I STUMBLED ACROSS THIS OLD PHOTO ALBUM! COME LOOK!

IN COLD, CLEAR PROSE, PETER PARKER TELLS HIS WIFE WHAT HE INTENDS TO DO THE NEXT DAY. WITH EQUAL DIRECTNESS, SHE RESPONDS:

GUESS YOU HAD A THING ABOUT COSTUMES EVEN AS A KID, HUH? YOU WERE SO CUTE!

YOU'RE CRAZY! TO HECK WITH YOUR SECRET IDENTITY! LET'S CALL IN THE MARINES!

--THE POSSIBLY FATAL SHOCK TO AUNT MAY.

IT'S NOT THAT EASY. THINK WHAT IT WOULD MEAN: THE COMPLETE LOSS OF PRIVACY, THE LAWSUITS FROM PEOPLE WHOSE PROPERTY WAS DAMAGED WHILE I WAS SAVING THE WORLD--

I JUST WISH THINGS WERE AS SIMPLE AS THEY WERE BACK THEN...

BESIDES, SOMETIMES THE ONE THING THAT MAKES BEING SPIDER-MAN *BEARABLE* IS BEING ABLE TO ESCAPE BACK TO MY RELATIVELY NORMAL LIFE AS PETER PARKER. THAT'S PRECIOUS TO ME. *ALMOST* AS PRECIOUS AS YOU ARE.

AND YOU'D BECOME A *TARGET* FOR EVERY VENGEFUL LUNATIC I EVER FOUGHT!

I... I GUESS YOU'RE RIGHT. BUT I'M SO *FRIGHTENED* FOR YOU! PLEASE, DARLING, GET *SOME* KIND OF HELP? FOR ME?

ALL RIGHT, MJ. FOR YOU.

THAT'S GOING TO BE A TOUGH PROMISE TO KEEP. HOW CAN I GET HELP IN A WAY THAT VENOM WON'T *KNOW* I'M GETTING IT?!

THE SEARCH FOR A SOLUTION WANDERS THROUGH EVENING, LEADING AT LAST TO THE SOUTH BROOKLYN PSYCHIATRIC FACILITY--

--WHERE DR. CHARLES JEFFERSON CONCLUDES HIS USUAL 14-HOUR WORK DAY...

TAP TAP

EH?

SPIDER-MAN! THE LAST TIME WE MET, YOU DROPPED DOWN FROM A TREE!*

DON'T YOU COSTUMED FELLOWS EVER USE DOORS?

*SEE AMAZING SPIDER-MAN #296. --J.S.

SORRY, DOC, BUT I HAVE TO TALK TO YOU!

IT'S A MATTER OF LIFE OR DEATH!

MINE!

MORNING.

MONTAUK.

SIGN ON THE GATE SAID "SEACREST."

BETTER GET READY.

JUST HOPE THE *ADVICE* DOC JEFFERSON GAVE ME WILL BE ENOUGH. I TOLD HIM THE WHOLE STORY-- MINUS DETAILS OF MY *CIVILIAN IDENTITY*, OF COURSE--

--AND HE SAID THE SYMBIOTE SHOWED SIGNS OF A CLASSIC *LOVE-HATE* RELATIONSHIP. WHEN SOMEONE IS SPURNED BY A LOVE OBJECT, THEY SOMETIMES CHANNEL THEIR FEELINGS IN A STRONGLY *OPPOSITE* DIRECTION.

BUT THE EMOTION AT THE *CORE* OF IT ALL IS STILL *LOVE!*

HMPH. THE ONLY SIGN OF LOVE *VENOM* HAS SHOWN--

--IS TRYING TO ADMINISTER THE *KISS OF DEATH!*

TOP O' THE MORNIN'!

BRAKSH

GOOD EXAMPLE!

HE WANTS ME TO RUN FROM HIM!

HECK, I WANT ME TO RUN FROM HIM!

BUT MAYBE I CAN THROW HIM OFF BY GOING FOR--

--THE UNEXPECTED!

WHOMP

ON THE OTHER HAND, PREDICTABILITY IS A LOT LESS PAINFUL!

WAIT! HE'S STOPPED! BUT WHY WOULD HE LET ME CATCH MY BREATH?

UNLESS HE'S GOT SOMETHING UP HIS--

"-- SLEEVE!"

AGH! S-SENT SOME OF THE SYMBIOTE'S SUBSTANCE UNDER THE SAND! P-PULLING ME--

--DOWNMPH!

COME HERE, LITTLE SPIDER!

SHSS-SHSS-SHSS

NOW--

=GASP=

"-- GO AWAY!"

WHOK

=OONF= WITHOUT MY SPIDER-SENSE, I'M AT A TREMENDOUS DISADVANTAGE!

GOT TO FIND SOME WAY TO EVEN THE ODDS!

FAST!

KLENGK

MASTER

HE'S GOING TO DIE!

OH, HAPPY, HAPPY HAPPY!

KNOCK! KNOCK!

FIRE HELD THE SYMBIOTE BACK ONCE BEFORE!* HERE'S HOPING IT STILL DOES!

*IN AMAZING SPIDER-MAN #258.--J.S.

CAUTION

KNOCK THIS, SMILEY!

IGNITING MARINE FUEL? WITH A *FLARE?*

WHAT AN AMUSING--

WHOOSH

CRASH

--FAILURE!

-- BUT AT LEAST I'LL KNOW WHERE HE IS!

SPING

"AH, NO! COSTUME FELT THE TRACER! MOVING IT FORWARD--!"

WELL, WELL! WHAT--

BLAST! SOMEHOW I'VE GOT TO COMPENSATE FOR MY LOST SPIDER-SENSE!

I KNOW! I'LL HIT HIM WITH A SPIDER-TRACER! I CAN ALWAYS TRACK THAT! IT WON'T WARN ME OF DANGER--

-- HAD WE HERE?

KRIK

THAT TEARS IT!

I'M OUTTA HERE!

SPRAK

BUT A JAVELIN OF BROKEN WOOD SAYS NO!

THRAMP

PLOOSH

CHOK

"--HAVE TO DO!"

I'M THROUGH! C-CAN'T WIN! BUT I CAN'T JUST--

--GIVE UP? WAITAMINIT! ACCORDING TO DR. JEFFERSON, THAT'S EXACTLY WHAT I--

YOU WANT ME? THEN *TAKE* ME!

I'M YOURS!

NO MORE FUN? *AWWWWW!*

I'M NOT TALKING TO *YOU*, BROCK! I'M TALKING TO THE *ALIEN!*

YOU WANTED TO BE *PART* OF ME! WELL, NOW I WANT *YOU!*

COME AND GET ME!

SAVE YOUR BREATH, SPIDER-MAN! IT WON'T DO ANY--

--EH? COSTUME TREMBLING! AS IF UNSURE! S-STARTING TO--

--FLOW?!

WAIT! I GAVE YOU A HOME! WE SHARED A BEAUTIFUL *HATRED!*

YOU CAN'T *DO* THIS TO ME!

THIS IS SPOOKY!

THE ALIEN *IS* STILL IN "LOVE" WITH ME! BUT IT'S ALREADY MELDED WITH BROCK!

I THOUGHT BY LURING IT AWAY, THE TRAUMA OF TRYING TO *DETACH* MIGHT SHOCK ITS SYSTEM, GIVE ME A CHANCE TO ESCAPE!

BUT I DIDN'T THINK THINGS WOULD GO THIS *FAR!* I-IT'S ALREADY REACHED ME, AND IT'S STILL *MOVING!*

FLOWING *OVER* ME!

C-CAN'T RUN, OR IT'LL KNOW THIS IS A TRICK! B-BUT IT'S ATTACHING! I CAN FEEL ITS PAIN! I--

EEYAARRRGGH!

M...M-MUST'VE... BLACKED OUT FOR--

-- THE COSTUME! IT'S ALL OVER ME! IT'S--

--SLOUGHING OFF?

THE ALIEN COULDN'T SEVER ITS BOND WITH EDDIE COMPLETELY, BUT THE PAIN OF *TRYING* MUST'VE BEEN TOO MUCH-- KNOCKED THEM *BOTH* OUT!

BETTER FIND A PHONE, GET BEN GRIMM TO PICK UP THIS GARBAGE, THEN CATCH A BUS BACK TO QUEENS. TELL MARY JANE --

-- IT'S OVER.

AH, BUT NEXT ISSUE...

THE SLUDGE

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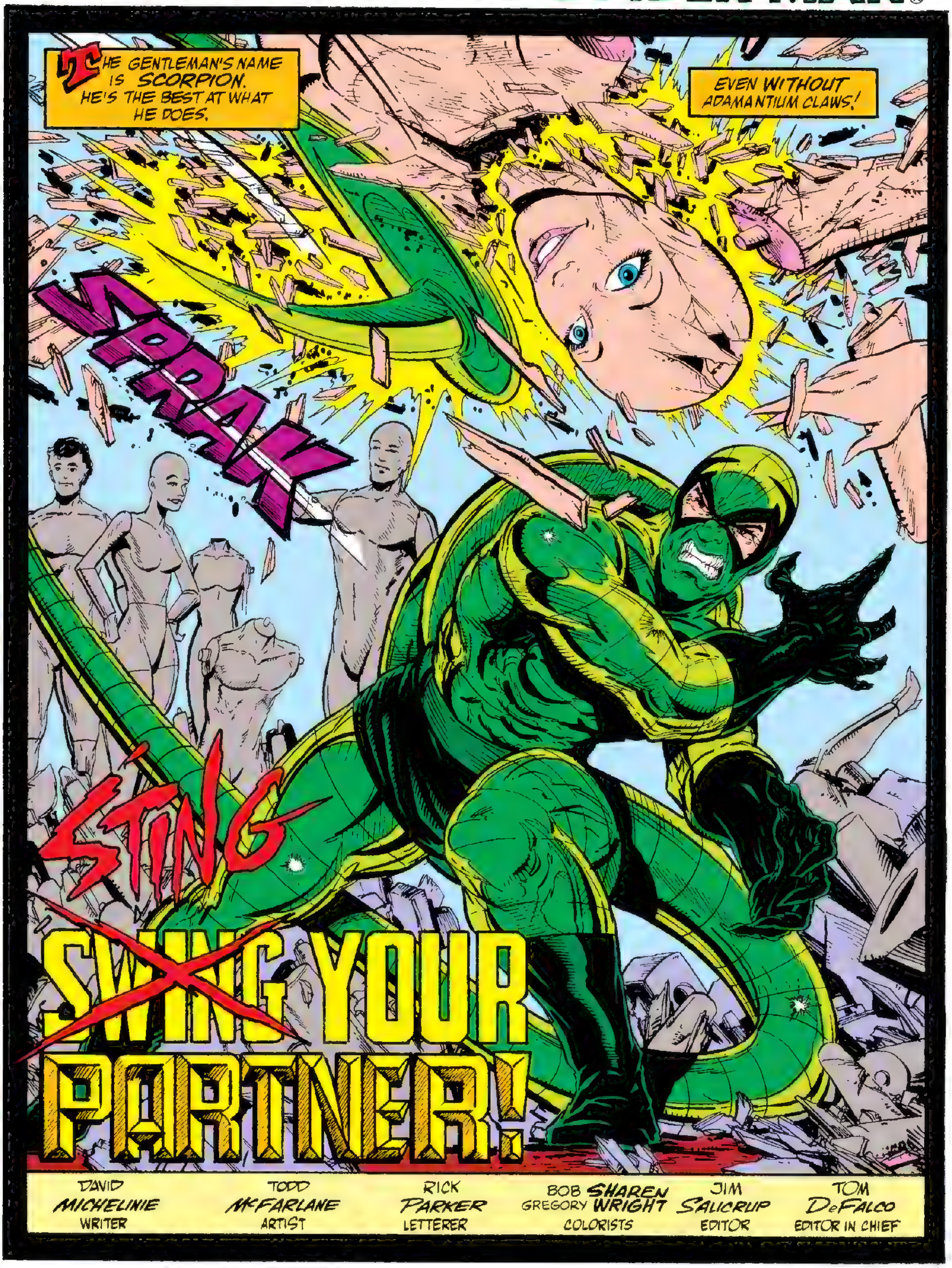
The SCORPION!™
DEADLIER THAN EVER!!

McFARLANE 3

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



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FANTASTIC! IF MY NEW TAIL AND STINGER CAN DO THIS TO A BUNCH O' DIME STORE *DUMMIES*--

-- IMAGINE WHAT THEY'LL DO TO *REAL* PEOPLE! NOT ONLY CAN I *SMASH* 'EM, BUT NOW I CAN--

--MACE 'EM--

PSHHH

-- OR EVEN **MELT** 'EM WITH ACID!

SHH

AN' THE WAY MY NEW TAIL ATTACHMENT CAN *BEND* GIVES ME ALL KINDS O' FRESH MOVES!

THOOK

ALL KINDS!

SLATCH

AN' I'M GONNA USE EVERY ONE OF 'EM ON THE CRUDBAG WHO TURNED ME INTA THE *SCORPION* IN THE FIRST PLACE!

THE BIGGEST DUMMY OF 'EM ALL:

J. JONAH JAMESON!

SPLAKT

IT'S GONNA FEEL SOOOO GOOD!

REALLY, MR. GARGAN--

--YOU'RE NOT PLACING SOME PERSONAL VENDETTA AHEAD OF OUR *BARGAIN*, ARE YOU?

YOU FINANCED MY NEW WEAPONRY, *HAMMER*--

KLK

-- AN' I'M NOT FORGETTIN' I PROMISED TO KIDNAP *GENERAL MUSGRAVE* IN RETURN! DON'T WORRY, YOU'LL GET YOUR RANSOM!

MR. GARGAN, PLEASE! JUSTIN HAMMER IS NOT A *CRIMINAL*...

... I'M A *BUSINESSMAN.* AND SOMETIMES, CRIME IS MERELY THE MOST *EFFICIENT* WAY OF CONDUCTING COMMERCE.

I INTEND TO *GIVE* GENERAL MUSGRAVE TO CERTAIN PARTIES IN EUROPE. IN GRATITUDE, THEY SHALL LOOK UPON MY ENTERPRISES WITH A BENEVOLENT EYE--

-- AWARDING ME FAVORABLE TRADE AGREEMENTS, INSTIGATING EMBARGOES AGAINST MY COMPETITORS, AND SO ON. THAT--

--IS SIMPLY GOOD *BUSINESS.*

OKAY, SO YOU'RE NOT A CRIMINAL-- AND *I AM!*

BUT I'M STILL A MAN O' MY WORD-- YOU'LL *GET* MUSGRAVE!

SOON...

DO YOU THINK MR. GARGAN WILL WORK OUT, SIR?

I DON'T KNOW, PHILLIP.

MY NORMAL *MODUS OPERANDI* IS TO PROVIDE FINANCIAL AND MATERIAL BACKING TO COSTUMED CRIMINALS IN EXCHANGE FOR HALF OF THEIR EVENTUAL *PROFITS*.*

BUT MAC GARGAN APPEARS TO BE EVEN MORE ***UNSTABLE*** THAN MOST OF HIS ILK.

WHEN HE'S SUCCESSFUL...

...*IF* HE'S SUCCESSFUL...

... THEN WE'LL TALK CONTRACT.

THAT'S WHY I OFFERED HIM THIS *TRIAL* COMMISSION BEFORE COMMITTING TO THE LONG TERM.

*SEE VARIOUS ISSUES OF *IRON MAN*. -- J.S.

WHILE IN MANHATTAN --

-- ALSO ON THE TOPIC OF SIGNING ON THE DOTTED LINE...

WHADYA THINK, MR. AND MRS. PARKER? FOR ONLY TWO THOUSAND A MONTH, IT'S A *STEAL!*

SHEESH! WHO'S STEALING FROM *WHOM?!*

IT'S, UM, A SWELL APARTMENT, MR. WATANABE. TELL YOU WHAT--

--WE'LL THINK ABOUT IT AND GET BACK TO YOU.

OKAY, BUT A PLACE LIKE THIS WON'T LAST LONG!

YEAH. LOOKS LIKE IT COULD *COLLAPSE* ANY SECOND!

OUTSIDE...

I REALIZE WE CAN'T AFFORD ANY-THING LIKE OUR OLD CONDO AT THE *BEDFORD TOWERS*, PETER, BUT WE CAN'T STAY AT YOUR AUNT MAY'S *FOREVER!*

I KNOW, MARY JANE, BUT LOOK AT THE BRIGHT SIDE:

AT LEAST NO ONE'S PLANNING TO MAKE "LEONARD, PART 7"! ⇒HEH-HEH⇐

⇒AHEM⇐

SERIOUSLY, HON, YOU'VE GOT A *JOB* TODAY, AND ISN'T THAT WORTH SOMETHING?

IT'S WORTH A *LOT.* I THOUGHT I'D NEVER GET ANOTHER *MODELING* GIG AGAIN! YOU'RE RIGHT. I SHOULD STOP GRIPING--

--AND HEAD ON OVER TO THE AGENCY.

SEE YOU LATER.

AND LATER... AND LATER... AND...

AH, WELL, GUESS I'D BETTER SWITCH TO *WORKING CLOTHES* MYSELF--

"--AND GET BACK TO THE OL' GRIND!"

HOWEVER...

... AND MAYBE PEE WEE HERMAN WILL PLAY LINEBACKER FOR THE RAMS!

NO SALE, HUH, PETE?

DAILY

SOME HOTSHOT NEWS PHOTOGRAPHER I AM! I USUALLY TAKE ACTION PICS OF MYSELF AS SPIDER-MAN--

--BUT SINCE J. JONAH JAMESON ONLY BUYS SPIDEY PHOTOS FROM NICK KATZENBERG THESE DAYS, THAT SORT OF LIMITS ME!

TWO HOURS OF WEBSWINGING, AND ALL I'VE RUN ACROSS IS A FENDER-BENDER, A KID STEALING APPLES, AND A COP WRITING A PARKING TICKET! OH, WELL, MAYBE JONAH WILL BE IN A GENEROUS MOOD.

RIGHT...

I'D HAVE BETTER LUCK SELLING *SNOW CONES* IN *SIBERIA!*

IF FREELANCING'S A BUST, MAYBE YOU COULD LAND A PHOTO *ASSIGNMENT.*

JONAH JUST PUT *LANCE BANNON* ON A STORY I'M COVERING TOMORROW--

GUESS IT COULDN'T HURT. THANKS, JOY.

SAY, JONAH...? I WAS LOOKING FOR WORK, AND--

NOTHING NOW, PARKER! CHECK BACK LATER! LIKE MAYBE--

-- SO MAYBE THERE ARE *OTHER* JOBS TO BE HAD.

HERE COMES JONAH NOW-- WHY DON'T YOU ASK HIM?

J. JONAH JAMESON

PUBLISHER

-- A WEEK FROM *OCTOBER!*

SLAM

MY, *THAT* WAS CERTAINLY SUCCESSFUL!

J. JONA
JAMES
PUBLIS

GUESS I SHOULD HAVE EXPECTED IT, THE WAY JONAH'S BEEN ACTING LATELY. I MEAN--

"... HE'S BEEN KEEPING TO HIMSELF, WATCHING ***OLD MOVIES*** A LOT. AND HE'S BEEN DOING STRANGE THINGS WITH *THE BUGLE*.

" LIKE PUTTING NICK KATZENBERG ON THAT ANTI-SPIDER-MAN CRUSADE!

WAR!

"OKAY, SURE, JONAH'S IMPOSSIBLE ON HIS ***BEST*** DAYS! BUT THIS IS DIFFERENT. PETER--

"-- THERE ARE TIMES I'D ALMOST SWEAR--

CH-CHK

"-- THAT JONAH--

SIP

"-- ISN'T EVEN ***JONAH*** ANY MORE!"

THE MAN OF A THOUSAND FACES

* FOR THE STORY BEHIND THESE BIZARRE HINTS, SEE CURRENT ISSUES OF **WEB OF SPIDER-MAN** OR ***SPECTACULAR SPIDER-MAN***.--J.S.

ODD AS IT MAY SOUND, MODELING AND SOLDIERING HAVE SOMETHING IN COMMON:

THE IRONIC MOTTO, "HURRY UP AND WAIT."

BUT AS EVENING AT LAST SETTLES OVER MANHATTAN, MARY JANE WATSON-PARKER'S WAITING ENDS--

--IN AN UNEXPECTED MANNER!

CLIENT CHANGED HIS MIND AT THE LAST MINUTE, MJ--THEY'RE GONNA GO WITH TOPAZ.

SORRY, SWEETHEART, BUT I'M SURE SOMETHIN' WILL TURN UP FOR YOU SOON.

OH, S-SURE, MORRIS.

I UNDERSTAND.

GEE, THAT'S TOUGH, MARY JANE. WHAT ARE YOU GOING TO DO?

SANDY, IN A CASE LIKE THIS--

--THERE'S ONLY ONE THING TO DO!

AND..

WHERE'VE YOU BEEN, MJ?

WE'VE MISSED YOU!

I'VE BEEN OUT OF CIRCULATION, BOYS!

BUT NOT ANY MORE!

LOOK AT 'ER! LUCKY BABE--NOT A CARE IN THE WORLD!

THREE A.M.

MAY PARKER'S FOREST HILLS BOARDING HOUSE.

WHE...WHERE'VE YOU BEEN?

SORRY, PETER, I DIDN'T MEAN TO WAKE YOU. I RAN INTO SOME FRIENDS AND WENT DANCING. I WAS GOING TO CALL YOU, BUT...

YOU'RE NEVER HOME ANYMORE.

IT'S ALMOST LIKE YOU LOOK FOR EXCUSES TO STAY AWAY.

HEY, LIGHTEN UP! PARTIES ARE FUN. YOU SHOULD GO TO MORE.

I'D LIKE TO :YAWN:---

--BUT ONE OF US HAS TO WORK FOR A LIVING.

ONE--?! YOU THINK I DON'T WANT TO WORK?! THAT I LIKE LIVING IN ONE CRAMPED ROOM IN SOMEONE ELSE'S HOUSE? WELL, LISTEN TO THIS, BUSTER--

--AT LEAST WHEN I'M DANCING I DON'T WORRY ABOUT SOME COSTUMED GEEK RIPPING YOUR HEAD OFF..

BAMP

-- AND USING IT FOR A BLOODY HOOD ORNAMENT!

I GUESS IT SEEMS THE WORLD'S TRYING TO TEAR YOU APART, LIKE IT'S TRYING TO TEAR ME APART..

HEY, TAKE IT EASY! WE'RE BOTH TIRED--!

-- BUT LET'S NOT LET IT TEAR US APART... OKAY?

EVENTUALLY, THREE a.m. MAKES ITS WAY TO MANHATTAN, TO A SOHO LOFT WHERE HARRY OSBORN, PETER PARKER'S OLDEST FRIEND, COMES TO A CONCLUSION:

THIS IS PERFECT!

I FEEL A LITTLE GUILTY, SNEAKING OUT ON LIZ AND THE BABY LIKE THIS. BUT I HAD TO BE SURE! I MEAN, WHEN SO MANY OF MY BLOCKED-OUT MEMORIES RETURNED--*

--ONE OF THEM WAS THAT MY DAD, NORMAN, OWNED THIS BUILDING!

NOW IT'S MINE, ALONG WITH THE REST OF HIS LEGACY--

*IN AMAZING SPIDER-MAN #312.--J.S.

--THE SECRETS OF THE GREEN GOBLIN!

BUT TIME IS SHORT! AND THERE'S ONE MORE TASK I HAVE TO COMPLETE--

BZZZT

-- BEFORE SETTING MY MASTER PLAN IN MOTION!

AT LAST, THREE A.M. GIVES WAY TO A MORE REASONABLE HOUR--

--AS A CERTAIN YAWNING GRADUATE STUDENT MAKES HIS WAY TO EMPIRE STATE UNIVERSITY.

WHERE...

AH, SPRING ON CAMPUS. THERE'S NOTHING LIKE IT! NEW FLOWERS, SHORT SKIRTS... PROTEST SIGNS?

HEY, SHOLLY! WHAT'S UP?

THERE'S A BIG CEREMONY AT THE NATIONAL GUARD ARMORY IN BROOKLYN, TODAY, PETE.

SOME ARMY BIGWIG NAMED MUSGRAVE IS BEING GIVEN A PEACE MEDAL, OF ALL THINGS!

WE'RE TAKING A BUS DOWN TO DEMONSTRATE-- WANT TO COME ALONG?

I'VE GOT SOMETHING TO DO FIRST, SHOLLY, BUT MAYBE I'LL SEE YOU THERE.

I HATE CUTTING CLASS, BUT THAT PEACE DEMONSTRATION MIGHT JUST PROVIDE SOME PHOTOS THAT EVEN JOLLY JONAH WILL BUY!

MUSGR STINKS!

PACIFIST OR

ARMY MAKES WAR NOT PE

PUTS THEM IN THE GRAVE!

FORTY-FIVE MINUTES LATER...

GENERAL CHESTER MUSGRAVE ENTERS THE BROOKLYN NATIONAL GUARD ARMORY.

STUDENT PROTESTERS WAVE THEIR PLACARDS.

WHILE TWO SPECIAL ATTENDEES, ARRIVING AT OPPOSITE SIDES OF THE COMPOUND, USE THAT DISTRACTION TO THEIR ADVANTAGE.

FOR NEITHER "GUEST" HAS BEEN FORMALLY INVITED, AND THUS MUST RELY ON UNIQUE SKILLS--

--AS WELL AS SUITABLE ATTIRE--

-- TO AVOID EMBARRASSING ENCOUNTERS WITH THE MANY **GUARDS** WHO ROAM THE COMPOUND'S PERIMETER.

BUT, ONCE THAT BARRIER IS BREACHED, THEIR **METHODS** BEGIN TO DIFFER GREATLY...

EASY, SOLDIER! THIS ***HYPNOGEN*** I'M INJECTING WILL WEAR OFF IN AN HOUR! TILL THEN--

--YOU'LL DO WHATEVER I ***TELL*** YOU TO!

I'M IN!

NOW WHAT?

VENT SYSTEM SHOULD RUN THROUGH THE ENTIRE COMPLEX!

PROBABLY THE QUICKEST WAY TO FIND--

-- ***MUSGRAVE***... G-GRAND HALL... THIRD BUILDING... S-SECOND FLOOR!

THANKS! NOW FORGET YOU EVER SAW ME--

-- AN' GO BACK TO BEIN' A WATCHDOG!

GRRROOF!

WOOF!

INSIDE...

THIS MUST BE THE PLACE! HAVEN'T SEEN SO MANY UNIFORMS SINCE THAT "OLLIE NORTH LOOK-ALIKE" CONTEST! I'LL JUST TAKE SOME TELEPHOTO SNAPS AND--OH, NO! IT COULDN'T BE!

IT IS! JOY MERCADO AND LANCE BANNON! THIS MUST BE THAT STORY THEY WERE ASSIGNED TO!

WITH LANCE TAKING PHOTOS FROM THE FRONT ROW, THERE'S NO WAY JONAH WILL BUY ANY FROM ME! BLAST!

THERE'S NO REASON FOR ME TO EVEN BE HERE!

WELL, MAYBE ONE TEEEEEENSY LITTLE REASON...!

SPEAKS!

I'M AFTER MUSGRAVE! NOBODY TRIES TO **STOP** ME--

--NOBODY GETS *HURT!*

STAY BACK, MEN! I'LL HANDLE THIS!

YOU GOT QUITE AN IMAGINATION, FOR AN *OFFICER!*

KRAK

HEY, SCORPION! IMAGINE--

--THIS!

SPIDER-MAN?!

WHAMB

TRYIN' THE OL' WEBBING OVER-THE-EYES BIT, eh? WELL, IT WON'T WORK WITH THIS COSTUME!

THWIPP

THE TRANSPARENT MEMBRANE OVER MY EYE HOLES IS RIGGED TO VAPORIZE ANYTHING THAT TOUCHES IT!

AN' YOU WON'T BELIEVE WHAT MY NEW TAIL CAN DO!

SORRY, SCORPY--

-- THAT'S ONE "TALE" I DON'T WANT TO KNOW!

=YEESH!= HE IS FASTER!

ALL I'M DOING IS PROVIDING A SHOW FOR THE OTHER PHOTOGRAPHERS!

AT LEAST SOMEONE'S MAKING A LIVING FROM THIS FIASCO!

AND SPEAKING OF LIVING, MAYBE THIS RUBBLE WILL HELP ME STAY THAT WAY!

KRUDGE

HADN'T COUNTED ON FACING SPIDER-MAN! GOTTA HOLD HIM OFF TILL I FIGURE SOME WAY O' *DEALIN'* WITH HIM!

WHAT'S THE MATTER, SCORPY? NOT--

--TURNING TAIL, ARE YOU?

SPIDER

WHA--? USING HIS BLAST-RAY?! BRINGING DOWN AN *ENTIRE WALL!*

ZZATCH

C'MON, GENERAL! WE GOT PLACES TO BE!

H-HAVE TO HOLD THIS WALL UP... UNTIL EVERYONE ≥UNG∈ CAN GET CLEAR!

THIS IS FABULOUS! WE'LL SELL *THOUSANDS* OF EXTRA PAPERS! JAMESON WILL BE ECSTATIC!

J.... JAMESON?

I'M ACTUALLY *HELPING* MY MOST HATED *ENEMY?*

MAKING HIM *MONEY?!* NO!

NO!

I'VE CHANGED MY MIND! I'M **NOT** GOING TO KIDNAP GEN. MUSGRAVE!

I'M GOING TO **KILL** HIM!

AND THE ONLY WAY TO STOP ME IS TO TRADE ME **J. JONAH JAMESON**-- SO I CAN KILL **HIM** INSTEAD!

ONE WAY OR ANOTHER, ONE **MAN** OR ANOTHER, SIXTY MINUTES FROM NOW--

-- SOMEONE DIES!

NEXT ISSUE: THE HAMMER STRIKES... **BACK!**

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THE SCORPION'S TAIL OF WOE!

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GREGORY WRIGHT
COLORIST

JIM SALICRUP
EDITOR

TOM DeFALCO
CHIEF

AT A NATIONAL GUARD ARMORY IN BROOKLYN, THE UNBELIEVABLE HAPPENS!

I DON'T BELIEVE I'M DOING THIS!

THAT'S THE LAST STRAW, SCORPION!

NEXT TIME YOU WANT PYZZA, CALL DOMINO'S!

HEY, CAN I HELP IT IF HOLDIN' HOSTAGES MAKES ME HUNGRY?

AN' I COULDN'T TRUST THESE SOLDIER-BOYS TO BRING ME ANYTHING, COULD I? THEY'RE TOO WELL-TRAINED AT KILLIN'! BUT YOU--!

YOU GOT THIS CUTE LITTLE GOOD-GUY CODE ABOUT NOT HURTIN' PEOPLE!

NOW GIVE!

AW, YUCK! I THOUGHT I TOLD YOU NO ANCHOVIES!

YOU TAKE YOUR SHOTS WHERE YOU CAN...!

ANYTHING NEW, COLONEL?

SAME AS WHEN YOU LEFT, SPIDER-MAN. THE SCORPION JUST POPPED OUT OF NOWHERE AND TRIED TO KIDNAP ***GEN. MUSGRAVE***, BUT THEN HE CHANGED HIS MIND IN MID-FELONY!*

NOW HE WANTS TO TRADE MUSGRAVE FOR HIS OLD ENEMY, ***J. JONAH JAMESON!***

TROUBLE IS, WE'VE CONTACTED JAMESON, AND HE REFUSES TO COOPERATE!

JONAH'S A GROUCH, BUT HE'S NOT A ***COWARD!*** THIS ISN'T LIKE HIM!**

BUT ***JONAH* ISN'T LIKE ***JONAH*** THESE DAYS! SEE ***WEB OF SPIDER-MAN #50*** FOR DETAILS.-- J.S.

MAYBE WE CAN REASON WITH THE SCORPION, GET HIM TO EXTEND HIS DEADLINE!

I SUPPOSE IT'S WORTH A TRY.

SCORPION? WE'VE GOT A LITTLE PROBLEM.

WRONG!

YOU'VE GOT A ***BIG*** PROBLEM!

YOUR TIME'S UP!

*LAST ISSUE.-- J.S.

AN' WE'RE GETTIN' OUTTA HERE!

B-BUT, YOU SAID YOU'D *KILL* ME!

SZZASH

C'MON, MUSGRAVE, I WEAR A TAIL! I CALL MYSELF THE *SCORPION!*

DO YOU REALLY EXPECT SOMEONE LIKE *ME* TO TELL THE *TRUTH?*

WHA--?

WANNA LIVE?

UH-HUH!

FLY!

YOU BET!

THEY'RE GETTING AWAY IN THE GENERAL'S HELICOPTER!

GOT TO SNAG IT WITH A *WEBLINE* AND--

--WWOOOOOOOOP!

CHOPPER'S TILTING! SOMETHIN' PULLIN' ON-- WELL, WELL!

HITCH-HIKER!

DEAD HITCH-HIKER!

NAKK

GOT TO LATCH ON WITH ANOTHER WEBLINE--

THWIPP

--THEN TAG SCORPY WITH A *SPIDER-TRACER*, SO I CAN TRACK HIM IF HE GETS--

SPING

--SMART?

L-LOOPING ME UP TOWARD THE *ROTOR BLADES!*

YEEEIKE!

TOO FAR AWAY FROM THE BRIDGE TO REACH IT WITH WEB-BING!

SO, ASSUMING I DON'T GET BITTEN BY A RADIOACTIVE *PARAKEET* IN THE NEXT FEW SECONDS--

--I'D BETTER STRAIGHTEN OUT AND TRY TO HIT CLEAN!

KA-FOOSH

BOY.

THAT *HURT*...!

FEEL LIKE A 5'10" MAN CRAMMED INTO A 4'10" BODY!

I SHOULD PROBABLY TRY TO FIND THE SCORPION, BUT RIGHT NOW...

...I JUST WANT TO GO HOME!

HOME: TO GLOBAL ENTREPRENEUR JUSTIN HAMMER--

-- THAT CURRENTLY MEANS A MULTI-MILLION-DOLLAR "LODGE" BUILT DIRECTLY INTO AN UPSTATE NEW YORK MOUNTAINSIDE--

-- WHERE THE MAN HIMSELF ATTEMPTS TO **RELAX** IN A CUSTOM-DESIGNED HOT TUB,

AND FAILS.

BRING MY ROBE, WILL YOU, PHILLIP? I'M AFRAID THE LATEST REPORTS ARE **MOST** DISTRESSING.

YES, MR. HAMMER.

I FINANCED IMPROVEMENTS IN HIS **SCORPION** WEAPONRY, IN RETURN FOR WHICH HE WAS TO KIDNAP **GENERAL MUSGRAVE.**

MAC GARGAN AND I HAD AN AGREE-MENT.

I WOULD THEN TURN MUSGRAVE OVER TO CERTAIN PARTIES IN EUROPE IN EXCHANGE FOR FAVORABLE **TRADE** CONSIDERATIONS.

BUT BY OFFERING TO BARTER MUSGRAVE FOR THAT **JAMESON** PERSON, IT APPEARS MR. GARGAN IS **RENEGING** ON HIS COMMITMENT.

AND THAT WILL **NEVER** DO!

PLIK

CONSTRICTOR

RHINO

INACTIVE
BEETLE

INACTIVE
BUZZARD

WATER WIZARD

DECEASED
MAN-KILLER

INACTIVE
LEAP FROG

STILETTO

BOOMERANG

BLACKLASH

DECEASED
PORCUPINE

INACTIVE
FORCE

IT SEEMS A SHAME TO ENGAGE SOME OF MY ***REG-ULAR*** OPERATIVES--THOSE TO WHOM I PROVIDE PROTECTION AND FINANCIAL BACKING IN EXCHANGE FOR HALF OF THEIR EVENTUAL PROFITS--JUST TO STOP THIS "ROGUE". BUT CONTRACTS ***MUST*** BE HONORED. AFTER ALL--

--BUSINESS ***IS*** BUSINESS!

WHILE IN FOREST HILLS...

BOARDING HOUSE, SWEET BOARDING HOUSE!

I'LL JUST SLIP INTO THE BASEMENT DARKROOM, CHANGE TO MY *PETER PARKER* DUDS, AND...

MARY JANE AND I HOPE TO HAVE A PLACE OF OUR OWN AGAIN SOON, BUT RIGHT NOW *AUNT MAY'S* LOOKS LIKE HEAVEN!

AUNT MAY! DOING LAUNDRY THIS LATE?

WOMAN'S WORK IS NEVER DONE, PETER.

JUST ASK YOUR *WIFE!*

SHE'S BEEN AWAY ON THAT *MODELING* ASSIGNMENT FOR HOURS!

I'M GLAD M.J.'S WORKING AGAIN. NOT ONLY IS IT GOOD FOR HER *EGO*, BUT IT'LL KEEP HER AWAY FROM HOME LONG ENOUGH--

--FOR SOME OF THESE *BRUISES* TO HEAL! ≥OUCH≤

BUT THE LADY IN QUESTION IS FEELING **NO** PAIN--

-- AS SHE BOOGIES THE NIGHT AWAY AT AN EXCLUSIVE MANHATTAN DISCO.

SANDY! JOIN THE PARTY!

I'M GLAD I FOUND YOU, MARY JANE! I NEED TO TALK TO YOU!

ABOUT ***WORK!***

HEY, SO I LOST THAT GIG TODAY BECAUSE OF SOME FICKLE CLIENT CHANGING HIS MIND! I'LL GET ANOTHER JOB TOMORROW!

NO, MARY JANE. YOU ***WON'T*** GET ANOTHER JOB.

EVER!

WHILE IN ANOTHER PART OF THE CITY...

REALLY, HARRY, NOT ONLY DO YOU NOT TELL ME WHY YOU'VE **BROUGHT** ME HERE, BUT I CAN'T SEE A **THING!**

HOLD ON, LIZ. I'LL GET THE LIGHTS.

ALL THIS MYSTERY! IT'S NOT **LIKE** YOU--

SURPRISE!

WHA--? THAT MASK! THE **GREEN GOBLIN?**

SO, MRS. OSBORN, HOW DO YOU LIKE YOUR NEW **HOME?**

MY... WHAT?!

EVER SINCE OUR CHEMICAL PLANT UPTOWN WAS WRECKED, * I'VE BEEN COMMUTING FROM JERSEY TO OVERSEE REPAIRS. I FIGURED MAKING THE TRIP FROM **SOHO** WOULD BE A LOT EASIER!

BESIDES, YOU'VE TALKED ABOUT HOW YOU'VE MISSED MANHATTAN, AND LITTLE **NORMIE** WOULD LOVE IT HERE! WHAT DO YOU SAY?

B-BUT, HARRY! THAT **MASK--!**

* IN **SPECTACULAR SPIDER-MAN** # 46. -- J.S.

OH, **THAT!** MY DAD OWNED THIS BUILDING WHEN HE WAS THE ORIGINAL GREEN GOBLIN! GUESS HE LEFT SOME STUFF BEHIND.

I WAS GOING TO THROW IT AWAY WITH THE **REST** OF THE TRASH!

YOU KNOW, SWEETHEART, THIS MAY JUST BE THE CHANGE WE NEED.

AND IT **WILL** BE FUN LIVING CLOSER TO OLD FRIENDS AGAIN!

AND SPEAKING OF OLD FRIENDS, AS NIGHT CRAWLS INTO THE WEE HOURS OF MORNING...

PETER? YOU LOOK BEAT!

BEATEN IS MORE LIKE IT!

SPENT MOST OF THE NIGHT LOOKING FOR SOMEONE, HON. LONG STORY. >EYAWM<

HOW'D THE SHOOT GO?

IT *DIDN'T*-- BUT AT LEAST NOW I KNOW *WHY*.!

YOU REMEMBER SANDY KINTZLER? DOES MY MAKE-UP? SHE HEARD SOME RUMORS AND ASKED AROUND.

SEEMS THERE'S A *REASON* WHY I'VE HAD TROUBLE GETTING WORK LATELY.

A REASON NAMED *JONATHON CAESAR!*

CAESAR? THE *LUNATIC* WHO HAD US KICKED OUT OF OUR CONDO JUST BECAUSE YOU WOULDN'T LEAVE ME AND BE HIS PRIVATE PLAYTHING?

MM-HM.

HE MAY BE IN PRISON, BUT HE'S STILL GOT A LOT OF INFLUENCE -- BOTH POLITICAL AND CRIMINAL! HE'S USED THREATS AND INTIMIDATION, AND WHEN THEY DIDN'T WORK, HE'S *BOUGHT* COMPANIES AND *FIRED* PEOPLE WHO TRIED TO HIRE ME!

HE WANTS TO PUNISH ME FOR REJECTING HIM, BY DESTROYING MY *CAREER!* AND IT LOOKS LIKE HE'S DOING A PRETTY GOOD JOB OF IT!

DO YOU WANT ME TO...?

NO, PETER. I HAVE TO FIGHT *THIS* BATTLE MYSELF. JUST BE ON MY SIDE. THAT'LL BE ENOUGH.

I'M PROUD OF YOU, HON. AND I'M WITH YOU ALL THE WAY.

NOW, THE LATEST FROM--

CAVU!

CONNECTICUT. AN ABANDONED BARN IN THE RURAL COUNTRY-SIDE.

STOP WHININ', WILL YA?

SOMEONE'LL SPOT THAT CHOPPER AN' SET YA FREE SOON ENOUGH! I'M THE ONE WITH THE REAL PROBLEMS!

I DOUBLE-CROSSED MY BOSS, AN' NOW I GOTTA FIND ANOTHER MARKET FOR THE GENERAL HERE! YOU THINK THAT'S EASY?

SOMEONE'S GOTTA WANT THE DEFENSE SECRETS INSIDE HIS HEAD, BUT HOW DO I FIND -- HEY!

THE KINGPIN'S THE TOP CROOK ON THE EAST COAST! HAS CONNECTIONS EVERY-WHERE! MAYBE I CAN CUT A DEAL WITH HIM.' YEAH!

BETTER GET SOME SLEEP, GENTS. TOMORROW MORNING: MANHATTAN.!

TOMORROW MORNING: MANHATTAN!

I REALLY SHOULD BE IN CLASS! I'LL NEVER GET MY MASTER'S DEGREE AT THIS RATE!

BUT I WANT TO MAKE ONE LAST SWEEP OF THE CITY, TRY TO PICK UP A SIGNAL FROM THAT SPIDER-TRACER. I'M SURE PROFESSOR COLLINS WILL LET ME TAKE HIS ORGANIC CHEMISTRY EXAM OVER.

AT LEAST, I HOPE I'M SURE...!

AHA! I'M FINALLY PICKING UP A TRACE SIGNAL! COMING FROM THAT VAN ON THE TRI-BORO BRIDGE! BUT--

--WHY THE HECK IS THE SCORPION GOING TO QUEENS?!

STING 1

WHY THE HECK AM I GOING TO *QUEENS*?!

HOW DID I GET ON THE GRAND CENTRAL PARKWAY?

WHY DIDN'T I EVER LEARN TO READ A *ROAD MAP*?

WHY DON'T YOU FIND A NICE *POLICEMAN* AND ASK DIRECTIONS?

GEEZ, GENERAL, YOU REALLY *WANNA* DIE, DON'TCHA?

HUH?!

SPIDEY SENSE

C-CAN'T SEE! WINDSHIELD COVERED WITH GOOP!

L-LOOKS LIKE... *WEBBING?*

SKREEEEKTCH!

CHRANK

VAN WAS GOING SLOW, PROBABLY LOOKING FOR A TURNOFF! STOPPING THEM OTHERWISE MIGHT'VE BEEN *DANGEROUS!*

YOU OKAY?

I-I THINK SO!

THEN LET'S GET *OUT* OF HERE!

YOU'RE GOIN' *NOWHERE*, SMART GUY! NOT TILL YOU SEE WHAT MY NEW TAIL STINGER DOES TO COSTUMED *BUTTINSKIES!*

WAIT! THAT *SOUND--!*

GROUND SHAKING!

SOMETHIN'S RUNNIN' AT THE VAN!

NO. SOMETHING'S RUNNING--

--THROUGH THE VAN,

BRABAM

AFTERNOON, FOLKS! I'M *BLACKLASH!* I THINK YOU'VE ALREADY MET MY PAL, *RHINO!*

YOU?

HERE?

WHY?!

WE TRACKED A *HOMING CIRCUIT* IN THE SCORPION'S TAIL. SEEMS SCORPY BROKE THE RULES.

WE'RE HERE TO SLAP HIS *WRIST.!*

OH, YEAH?

SHAZAK

SLAP THIS!

DON'T KNOW WHAT'S GOING ON, BUT NOW'S MY CHANCE TO GET GENERAL MUSGRAVE TO SAFETY.

SPIDER-MAN'S HEADIN' FOR THE OLD *WORLD'S FAIR* SITE! GOOD IDEA!

YOU STEP ON THE SCORPION, BIG GUY!

I'LL NAB THE BOZO IN THE OLIVE DRABS!

THERE'S WEB-HEAD, ON TOP O' THAT PAVILION! BUT--

--WHERE'S MUSGRAVE?

WHY DON'T YOU COME UP AND *FIND OUT?*

THINK I *CAN'T?* I DON'T NEED WIMPY *WEBLINES* TO GET AROUND!

KLIK

BY ALTERING MY ELECTRO-LASH, TURNING IT INTO A RIGID STAFF--

--I CAN FOLLOW YOU *ANYWHERE!*

SPIDER-MAN'S LEADING THAT MANIAC AWAY FROM ME! I FEEL SO BLASTED HELPLESS!

IF ONLY I HAD A *RIFLE!*

WHILE IN THE MEADOW BETWEEN THE NEW YORK PAVILION AND THE U.S. STEEL UNISPHERE...

A DOSE OF CONCENTRATED *CN* SHOULD SLOW YOU DOWN!

TEAR GAS?

I WON'T EVEN CRY AT YOUR *FUNERAL*, CHUMP!

=YEESH!= THAT NEANDERTHAL PROBABLY EATS *AYATOLLAHS* FOR BREAKFAST! I'D BETTER MAKE TRACKS!

SPAK

TOO CLOSE! GOTTA JUMP!

AGH! CAUGHT ME IN MID-LEAP! WHIP CHANNELING ELECTRICITY!

MUSCLES LOCKING UP!

BUT, EVEN AS SPIDER-MAN BEGINS TO PLUMMET...

LET'S SEE YA TOUCH ME UP *HERE*, QUASI-MODO!

OKAY.

B-B-BWANG

CONSIDER YERSELF *TOUCHED*, LOUDMOUTH!

OONF! HARD TO BELIEVE, BUT THIS GROUND'S EVEN *MORE* PAINFUL THAN THE *RIVER*! BETTER--

--HUH? THAT ROLLING SOUND! LIKE A GIANT BOWLING--

RUMBRUMP

--BALL?!?

WHAT THE--?

SCORPION'S STILL BREATHIN', BLACKLASH! WE GOT TIME TO *REMEDY* THAT?

WE DON'T EVEN HAVE TIME TO LOOK FOR MUSGRAVE! *SIRENS* COMIN' THIS WAY! JUST GET WHAT WE CAME FOR AN' LET'S GET OUTTA HERE!

MY PLEASURE!

SNAP

OOO--

GOT TO MAKE SURE GENERAL MUSGRAVE IS OKAY!

AND, ONCE HE HAS...

NO SIGNAL FROM MY SPIDER-TRACER! MUST'VE BROKEN IN THE FIGHT! BUT THERE ARE MORE *IMPORTANT* THINGS TO CONSIDER.

FOR ONE, THE HOSTAGE WASN'T *HARMED!* AND FOR ANOTHER--

--SAY, GENERAL, MIND IF I TAKE A FEW *SNAP-SHOTS?* Y'SEE, I'VE GOT THIS FRIEND WHO'S A *NEWS PHO-TOGRAPHER,* AND...

MARVEL ANNUAL

ATLANTIS ATTACKS™

the AMAZING SPIDER-MAN®

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ATLANTIS ATTACKS

chapter four

the AMAZING SPIDER-MAN®

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As the attack by the Atlanteans and rebel Lemurians against the surface world continues, the Deviant High Priest, *Ghaur*, and Lemurian rebel leader, *Llyra*, settle on Magneto's Island in the Bermuda Triangle. With the first step of Ghaur's scheme to rebuild the sinister Serpent Crown already underway, the second step is quickly accomplished unwittingly by the *X-MEN*. Now, as Ghaur's plan to bring the Serpent God, *Set*, to Earth nears fruition, the third step begins . . .

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

MAGNETO'S ISLAND: WHERE LORD GHAUR, HIGH PRIEST OF THE GENETICALLY UNSTABLE RACE OF DEVIANTS, REFLECTS...

THE SERPENT SOCIETY WAS SUCCESSFUL IN FINDING THE FOUR MYSTIC TALISMANS THEY WERE SENT TO FETCH--*

-- AND HAVE BROUGHT THEM HERE TO ME!

* IN X-MEN ANNUAL #13.--J.S.

USING THEIR POWER, I SHALL RECONSTRUCT THE SERPENT CROWN, AND WITH IT, PAVE THE WAY FOR THE GREAT GOD SET TO WALK THE EARTH ONCE MORE!

WHEN SET RULES, I SHALL SHARE IN HIS TRIUMPH: THE DOMINATION AND ULTIMATE DESTRUCTION, OF THIS PLANET!

ABOMINATIONS!

CONWAY PLOT | MICHELINIE SCRIPT | LIEFELD PENCILS | DZON INKS (PGS. 2-24) | BROCK, CURTIS, MIELCAREK, WILLIAMS INKS (PGS. 25-30) | PARKER LETTERS | WRIGHT COLORS | SALICRUP EDITOR | DEFALCO ED. IN CHIEF

THE TALISMANS HAVE BEEN HEATED TO THE PROPER MELDING TEMPERATURE, LORD GHAU--

--OOP!

TIK

KTOK

KTAK

FOOL! YOU'LL NOT MAKE SUCH A CLUMSY ERROR--

--AGAIN!

M-MY BRAIN!

B-B-BURNING--!

EEEEYYAAAGGHH!

PLISSSSSSS

EVER THE DISCIPLINARIAN, EH, GHAUR?

LLYRA! MY ALLY! WHERE ARE YOU NOW?

IN A LEMURIAN AIRSHIP NEARING COLORADO.

YOU ANTICIPATE NO PROBLEMS?

NONE. WE'LL BE IN NEW YORK IN THREE HOURS. HAIL SET!

YES. OF COURSE.

HAIL SET.

HAIL? MAYBE IN COLORADO!

BUT IN NEW YORK CITY THE NEXT DAY, WHERE PETER PARKER -- CURRENTLY COSTUMED AS THE AMAZING SPIDER-MAN -- SNAPS PHOTOGRAPHS OF DEPARTING WAR-SHIPS, THE WEATHER IS FINE!

NAVY'S BEEN ON ALERT EVER SINCE THAT LEMURIAN ATTACK FORCE TRIED TO GET THROUGH THE PANAMA CANAL! *

SO WHY NOT TAKE ADVANTAGE OF IT!

* IN IRON MAN ANNUAL #10.--J.S.

I MEAN, KATE CUSHING MAY BE A TERRIFIC CITY EDITOR, BUT SHE CAN ALSO BE A REAL PAIN!

"ALL YOU BRING US ARE SPIDER-MAN PHOTOS, PETER! DON'T YOU EVER GET BORED?"

MAYBE THESE PICS WILL STIFLE HER YAWNS!

I SUPPOSE I SHOULD BE MORE CONCERNED ABOUT THE REASON THOSE SHIPS ARE GOING TO SEA, ABOUT WHETHER LEMURIA REALLY MEANS TO ATTACK THE UNITED STATES--OR IF THERE'S OTHER METHOD IN THEIR MADNESS!

BUT THAT'S SOMEONE ELSE'S WORRY. MINE IS GETTING THESE NEGATIVES TO--

"--THE DAILY BUGLE!"

DAILY BUGLE

JACKPOT!

IF I HURRY, I CAN GET THIS *VOUCHER* CASHED BEFORE--

KATE BOUGHT MORE OF THOSE SHIP SNAPS THAN I'D HOPED!

--HUH? *MARY JANE!* WHAT ARE YOU DOING HERE?

TALKING TO *LANCE* AND *JOY*, TIGER-- *AND* WAITING FOR YOU!

I HAD AN INTERVIEW FOR A MODELING GIG IN THE NEIGHBORHOOD, SO I THOUGHT I'D DROP BY--

-- AND TAKE MY EVER-LOVIN' *HUBBY* TO LUNCH!

AWWW, ISN'T HE CUTE WHEN HE'S ASTONISHED?

CNN'S BREAKING A STORY THAT *WE'RE* GOING TO FOLLOW UP!

I'M HAVING THE FEED PIPED INTO THE MONITORS OUT HERE!

LISTEN UP, PEOPLE!

-- THE ABOMINATION!

NO OTHER PRISONERS WERE FREED IN THE DARING MIDNIGHT RAID!

AND BASED ON EYE-WITNESS ACCOUNTS, AUTHORITIES SPECULATE THAT THE ATTACKERS MAY HAVE BEEN LEMURIAN IN ORIGIN!

GREAT STARS!

GET ON IT, MERCADO!

RIGHT AWAY, KATE!

HEY!

I-IS SHE REALLY--

"--GREEN?!"

DON'T YOU "HEY" ME, JAMESON! AS A PUBLISHER, YOU'RE A GOOD EXCUSE FOR *POND SCUM!*

YOUR EDITORIAL SUGGESTION THAT THE CURE FOR NEW YORK'S *HOMELESS* PROBLEM WAS TO SHIP THEM ALL TO *JERSEY--!*

C'MON, *MS. WALTERS,* I SAID I'D HELP WITH *BUS FARE,* DIDN'T I?

I CAME HERE HOPING YOU'D PRINT AN *APOLOGY,* JAMESON! BUT NOW I WONDER--

-- WHO'S GOING TO APOLOGIZE FOR *YOU?*

HMPH. I GUESS I TOLD *HER!*

TAPPING INTO HIS SPIDER-STRENGTH, PETER SUCCEEDS IN REPRESSING A SMILE...

AND SOON, AT AN OUTDOOR CAFÉ...

CAPELLINI AL DENTE, SIGNOR? BUONO!

ALL RIGHT, YOU! MOVE ALONG!

YOU'D THINK THAT WITH ALL MY POWER, I'D BE ABLE TO *HELP.*

YEAH, I REALIZE THAT-- *INTELLECTUALLY.*

WHOA! THERE MAY BE *ANOTHER* REASON FOR FEELING WEIRD!

YOU KNOW, MJ, JONAH'S ANSWER TO THE HOMELESS CRISIS *WAS* LUDICROUS--BUT DARNED IF *I* CAN COME UP WITH A BETTER ONE!

YOU DO HELP, PETER. YOU HELP A *LOT* OF PEOPLE. BUT EVEN YOU CAN'T HELP *EVERYONE.*

BUT IN MY *HEART,* I STILL FEEL WEIRD.

MY *SPIDER-SENSE* IS BUZZING LIKE CRAZY!

IT USUALLY WARNS ME OF *DANGER!*

BUT THERE'S *NOTHING* HERE!

ACTUALLY, THERE *IS*: A NONDESCRIPT PANEL TRUCK THAT MOVES SLOWLY PAST THE CAFÉ--

-- AND INTO AN ALLEY A BLOCK BEYOND THE SITE OF THE OLD ***AVENGERS MANSION.***

THERE, SEVERAL DECIDEDLY LEMURIAN-LOOKING GENTLEMEN OPEN THE VEHICLE'S CARGO DOORS--

--TO REVEAL EXACTLY WHY PETER'S SPIDER-SENSE HAD TINGLED!

HURRY! I MUST BE RETURNED TO *HUMAN* FORM!

HAVE PATIENCE, *TYRANNUS*. OUR BARGAIN WILL BE KEPT.

WE *NEED* YOU.

WELCOME, LLYRA. EVERYTHING HAS BEEN PREPARED, JUST AS YOU ORDERED!

DO IT, GHAUR! MAKE ME HUMAN! NOW!

SOON, TYRANNUS. BUT TO REMOVE YOU FROM THAT BODY--

--WE NEED ANOTHER ESSENCE TO TAKE YOUR PLACE!

AND WHAT BETTER CHOICE THAN THE ORIGINAL ABOMINATION--

--EMIL BLONSKY!

NO! I-I'M A HUMAN BEING! I DON'T WANT TO BE THAT MONSTER AGAIN!

YOU CAN'T DO THIS!

WE CAN.

AND WILL!

PIP

A SINGLE TOUCH--

-- AND MASSIVE WAVES OF ARCANE ENERGY COURSE THROUGH BODIES HUMAN AND OTHERWISE.

IT HAD BEEN ASSUMED, BY TAPPING INTO HEAVY DUTY POWER LINES RUNNING TO AVENGERS MANSION--

--THAT SUCH AN IMMENSE ELECTRICITY DRAIN WOULD GO UNNOTICED.

WHOOPS!

WHAT THE--?

STOP!

MARY JANE! LOOK!

I WISH WE COULD FINISH ONE LUNCH...!

THERE'S FIFTY BUCKS! DELIVER MY BRIEFCASE TO THE ADDRESS I GAVE YOU!

WHAT, NO TIP?

BE CAREFUL!

DON'T WORRY!

LET ME DO THAT!

ENERGY SURGE LIKE THAT CAN ONLY MEAN TROUBLE!

THE KIND OF TROUBLE THAT CAN BE HANDLED BEST BY THE SHE-HULK!

BETTER FIND SOME PLACE TO STASH MY CIVILIAN CLOTHES!

IT LOOKS LIKE KATE'S GOING TO BE GETTING SOME MORE SPIDER-MAN PICS WHETHER SHE WANTS THEM OR NOT!

WHILE NEARBY...

IT'S WORKING!

AT LAST!

I'M FREE!

AND I'M--

--TRAPPED--

--AGAIN...?

WE'VE DONE IT!

RELEASE TYRANNUS-- THE FUTURE IS OURS!

WHAT ABOUT *BLONSKY*?

HE KNOWS THAT *WE* CONTROL HIS FATE! HE'LL FOLLOW US LIKE A LAMB!

BUT--

--HIS EYES! THE TRANSFER WAS TOO GREAT A STRAIN! HIS *HUMAN* SIDE--!

HAS NOT EMERGED! THE ABOMINATION IS NOW TRULY--

"--A MINDLESS BEAST.!"

TYRANNUS IS VITAL TO OUR MASTER PLAN! IT MIGHT BE PRUDENT TO REMOVE HIM WHILE WE--

"--CAN?"

KLA

AKEEEEEH

BUT THE SLAVERING ABOMINATION HOLDS NO MALICE FOR HIS MAKERS. THEY GO AWAY.

HE LETS THEM.

FOR HIS FOCUS IS CLOUDED, CONFUSED.

UNTIL A SINGLE IMPULSE RISES FROM THE MENTAL MUD...

... A PURPOSE NEARLY BEAUTIFUL IN ITS PRIMAL SIMPLICITY:

DESTROY!

SHE-HULK! WHAT ARE YOU DOING HERE?!

NO-- BUT HE MIGHT!

YOU DON'T REALLY EXPECT AN ANSWER--

--TO SUCH AN OBVIOUS QUESTION?

FINE.

FOR HIM I'VE GOT A RESPONSE!

KRAK
OW

HI! SAM EWING--CABLE NEWS! GREAT ACTION! BUT HOW ABOUT A LITTLE HUMAN INTEREST?

LIKE MAYBE SAVING THOSE *BYSTANDERS* RUBBER-NECKING AT THE ENTRANCE?

BYSTANDERS?!

I'LL GRAB THE KID!

I'LL GET THE OTHERS!

DON'T YOU PEOPLE HAVE ANYTHING *BETTER* TO DO?

=OONF!= Y-YOU EVER BEEN IN *PRO WRESTLING*, LADY?

UH-OH!

"GODZILLA'S" ON THE MOVE AGAIN!

PERHAPS MY EAGERNESS TO *ESCAPE* HAS BEEN A BIT PREMATURE! THAT WOMAN! HER *STRENGTH!*

SHE COULD WELL BE JUST WHAT WE NEED--

--FOR THE NEXT STAGE IN OUR *MASTER PLAN!*

THAT'S THE *ABOMINATION!*

I KNOW! I *DO* READ THE OCCASIONAL NEWSPAPER!

GOOD FOR YOU!

DID YOU HAPPEN TO READ WHAT THE BLAZES HE'S *DOING* HERE?

NO, BUT OFFHAND--

--I'D SAY HE'S TRYING TO *KILL US!*

AND DOING ONE *HECK OF A JOB!*

WHA-- PULLING DOWN THAT ENTIRE *BUILDING!*

SAME BUILDING MY *WEBLINE* WAS ATTACHED TO!

LOST MY ANCHOR! MY LEVERAGE! C-CAN'T GET OUT OF THE WA--

BRRRRMMBLE

WHILE IN QUEENS--

--WHERE MAY PARKER WATCHES A NEWS BULLETIN...

OH, DEAR! PETER'S IN MANHATTAN TODAY! SURELY HE'S WISE ENOUGH TO STAY AWAY FROM ALL THAT TERRIBLE FIGHTING!

RIGHT. AS WISE AS FLASH THOMPSON, SPIDER-MAN'S LONG-TIME SUPPORTER, WHO FOLLOWS THE SOUNDS OF BATTLE--

--ONLY TO FIND A SOBERING SURPRISE!

A SCALY, HORNED MONOLITH WHO RISES FROM THE RUBBLE--

--AND, SEEING NO HELPLESS PREY TO REND ASUNDER--

--SETS OFF TO FIND SOME!

IT IS THEN THAT FLASH THOMPSON RECEIVES--

--HIS SECOND SURPRISE!

PROTECTED SPIDER-MAN WITH MY BODY!

HE'S UNCONSCIOUS, BUT ALIVE!

YOU! WHERE IS HE?

HUH?

THE BIG GREEN GUY!

WHERE DID HE GO?!

UHHHHH... SOUTH?

THANKS! WATCH SPIDER-MAN!

I'LL BE BACK!

BUT ELSEWHERE, ANOTHER GODLIKE-- IF UNGODLY--WATCHER OBSERVES THE ONGOING BATTLE.

-- THE KINGPIN OF CRIME WONDERS AT THE CONFLICT'S CAUSE--

--ON HIS CITY.

--FOR THE GREAT GOD SET!

FROM THE TOP FLOOR OF A MIDTOWN SKYSCRAPER--

YES! A PERFECT CHOICE!

SHE'LL MAKE AN EXCELLENT BRIDE--

-- AND AT WHAT EFFECT IT MIGHT ULTIMATELY HAVE--

WHILE IN THE EDITORIAL OFFICES OF THE DAILY BUGLE--

--OTHERS WONDER HOW MUCH CITY WILL SURVIVE TO BE AFFECTED!

AS ON THE STREET, A LAST CONCERNED PARTY SHOWS A MORE PERSONAL INTEREST.

--SHE-HULK IS ONCE MORE IN VIEW--

BUT WHAT ABOUT SPIDER-MAN?

WHERE'S SPIDER-MAN?!

BUT TO THE ABOMINATION, SPIDER-MAN IS JUST A MEMORY: A BODY LEFT SPRAWLED AND UNMOVING. AND IN CITY HALL PLAZA, NEAR THE ENTRANCE TO THE BROOKLYN BRIDGE--

--HE DOES HIS BEST TO CREATE MORE MEMORIES!

=UNGK=

CHOK

UNTIL...

=PHWEEEET=

?!

LEAVE 'EM ALONE!

=GRWHOOOF=

SPIDER-MAN! ARE YOU OKAY? WAKE UP!

WAKE UP!

H... HUH... WHA... F-FLASH...?

SHE-HULK!

ABOMINATION!

WHERE--?

TH-THEY BOTH HEADED SOUTH! TOWARD THE BRIDGE!

BUT SHOULDN'T YOU SEE A *DOCTOR*?

PROBABLY!

`BYE!

TOO MANY *PEOPLE* AROUND! CAN'T TAKE A CHANCE ON KNOCKING THE ABOMINATION *INTO* THEM!

GOT TO KEEP PULLING MY PUNCHES!

UNFORTUNATELY--

--> UNF< HE DOESN'T!

KRWHAM

ONE DOWN.

A WORLD TO GO.

NO TIME TO CHECK ON SHE-HULK! ABOMINATION'S HEADING FOR THE BRIDGE!

AND THERE STILL MAY BE DRIVERS IN THOSE OVER-TURNED CARS!

YO! MR. SPOCK!

DON'T LOOK NOW--

-- BUT DON'T LOOK NOW!

THWIPP

NGARR

SET ME DOWN NEXT TO HER!

GENTLY!

WERE YOU AWAKE, WOMAN, YOU WOULD REJOICE! FOR YOU ARE ABOUT TO JOIN THE PRIVILEGED FEW WHO BEAR--

--THE MARK OF SET!

HSSSSS

UHHHNNN. M-MUST'VE BEEN UNCONSCIOUS FOR A FEW SECONDS!

WONDER IF I *MISSED* ANYTHING...?

NOPE! THIS IS WHERE I CAME IN!

LOOKS LIKE ALL THE CIVILIANS ARE CLEAR!

SO MAYBE I CAN END THIS QUICKLY BY TAKING OFF THE KID GLOVES! BY PUTTING EVERYTHING I'VE GOT INTO ONE... *TREMENDOUS*...

PUNCH!

THOK

GOSH, THAT WORKED SWELL!

I THINK I MADE HIM BLINK!

MAYBE I'D BEST TAKE THE HIGH GROUND AND *RECONSIDER* MY STRATEGY!

NUTS! LOOKS LIKE *GREEN-GRIN* WANTS ME TO STICK AROUND!

HE'S TRYING TO BRING DOWN THE BRIDGE--

THAMB

--WITH *ME* AT THE BOTTOM OF THE PILE!

PWOM

"OH."

JUMP AWAY, SPIDER-MAN! THIS *GASOLINE TANKER* IS FULL!

HUH?! *SPIDER-SENSE* TINGLING STRONGER! MORE DANGER! BUT WHAT COULD POSSIBLY BE *WORSE--?*

AND IT MAY BE THE ONLY CHANCE WE'VE--

-- GOT.!

PA-KAWP

LORD! THE WHOLE BRIDGE IS ON FIRE!

WHAT COULD POSSIBLY LIVE THROUGH THAT?

NOTHING.

E-EXCEPT HIM!

VRRAWRR

ABOMINATION'S BLIND WITH PAIN-- OR RAGE! PLUNGING OVER THE RAIL!

GOOD THING THE PEOPLE ON THAT BOAT SEE HIM!

AT LEAST THEY'LL SURVIVE!

BABOOM

FOR LONG MOMENTS THEY WATCH; NOTHING RISES TO THE CHURNING SURFACE.

THEY DECIDE TO BELIEVE THEY'VE WON.

YOU OKAY?

SURE. AS A LAWYER I'VE COUNSELED BATTERED WIVES WHO WERE WORSE OFF THAN THIS! YOU?

I'LL LIVE. BUT, SAY, WHAT'S THAT *MARK* ON YOUR THROAT?

HNH? OH. JUST ANOTHER BRUISE, I GUESS.

YOU THINK WE'LL EVER UNDERSTAND WHAT *REALLY* WENT ON TODAY?

LADY, *I* STILL DON'T UNDERSTAND WHY THE *LIGHT* GOES OUT WHEN YOU CLOSE A REFRIGERATOR!

SEE YA!

TAKE CARE!

SAVE OUR SOCIETY

--I'VE A STRANGE FEELING THIS ISN'T *OVER* YET!

EPILOGUE: TWO DAYS LATER, A FEDERAL PRISON OUTSIDE WASHINGTON, D.C.

I APPRECIATE YOUR LETTING ME SEE ONE OF YOUR PRISONERS ON SUCH SHORT NOTICE, WARDEN.

NONSENSE, MY BOY! NOTHING AT ALL!

WHAT ARE RULES FOR, BUT TO BE BROKEN?

THE *VIPER'S* CELL IS RIGHT OVER HERE!

GEEZ, CAN'T A GIRL GET ANY *PRIVACY*--

--OH, HELLO!

THIS IS *DR. TYRONE.*

HOW MAY I HELP YOU-- I HOPE.

MY DEAR, IT'S MORE A QUESTION OF HELPING *EACH OTHER.*

LET'S TALK.

MY SCIENCE PROJECT

Biological Studies Advanced Placement Class Midtown High Term Project.

Project Title: "The Effects on a Test Subject of Isotopic Radiation Transmitted by an Arachnid." Prepared and Submitted by: PETER PARKER.

HEY, GUYS-- WE NEED ANOTHER KID FOR THE DANCE.

WHAT ABOUT *PARKER* OVER THERE?

GET SERIOUS. *PETER PARKER* IS MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER.

SAD, BUT TRUE. YOU SHOULD SEE HIM IN *GYM*--THE GUY MUST'VE BEEN BORN WITH TWO LEFT FEET.

TALK ABOUT *KLUTZ*.

GERRY CONWAY WRITER	MARK BAGLEY PENCILER	MIKE ESPOSITO INKER	RICK PARKER LETTERER	ANDY YANCHUS COLORIST

JIM SALICRUP, EDITOR TOM DeFALCO, EDITOR IN CHIEF

Test subject for this project is an ordinary human male, age 15.

C'MON, NEPHEW-- YOU'RE NOT FOOLIN' *ME.*

I KNOW YOU'RE AWAKE. IT'S TIME FOR *SCHOOL.*

GIMME A BREAK, UNCLE BEN-- YOU'RE WORSE THAN A ROOM FULL OF *ALARM CLOCKS!*

Subject's health is normal, genotype average and unremarkable, if somewhat underweight for age.

I COOKED YOUR FAVORITE BREAK-FAST, PETER DEAR--*WHEAT-CAKES.*

NOW, MAY-- DON'T FATTEN HIM UP *TOO* MUCH!

I CAN HARDLY OUT-WRESTLE THE LAD *NOW!*

Subject's intelligence is above average...

KEEP UP THE GOOD WORK, PARKER--

--AND IN A COUPLE OF YEARS, WHEN YOU GRADUATE, YOU'LL BE SURE TO RATE A *SCHOLARSHIP.*

I'LL DO MY BEST, SIR.

...though socialization skills are some what limited for age and environment.

UH, LIZ... I WAS, ER WONDERING IF YOU'RE *BUSY* TONIGHT..?

AW, GEE, PETE--SORRY, BUT YOU'RE NOT MY *TYPE..*

99

NOT WHEN THERE ARE DREAMBOATS LIKE *FLASH THOMPSON* AROUND.

I ADMIRE YOUR GOOD TASTE, LIZ-KID.

GO FILL A TEST TUBE, EINSTEIN.

99

BUT, LIZ--THERE'S A GREAT NEW EXHIBIT AT THE *SCIENCE HALL.*

I WAS JUST GOING TO ASK IF YOU'D LIKE TO...

99

...GO WITH ME.

On the date experiment was initiated, subject was preoccupied and melancholic.

SOMEDAY I'LL SHOW THEM.

SOMEDAY THEY'LL BE SORRY THEY *LAUGHED* AT ME.

SCIENCE EXHIBIT → EXPERIMENTS IN RADIOACTIVITY →

YEAH, RIGHT.

Research results do not indicate, however, whether subject's mental state had any bearing on the outcome of the experiment

AND NOW, A LITTLE DEMONSTRATION OF HOW WE CONTROL RADIOACTIVE ISOTOPES FOR USE IN THE LAB...

A word about experimental procedures:

The experiment, as such, was an unplanned contingency.

To be entirely accurate . . .

OW!

A-A-SPIDER-- IT *BIT* ME!

.. the experiment was an *accident*.

BUT WHY IS IT *BURNING* SO? WHY IS IT *GLOWING* THAT WAY?

LOOKS AS IF OUR DEMONSTRATION *UNNERVED* THAT YOUNG MAN...

POOR KID.

MAYBE YOU SHOULD DROP BY THE *INFIRMARY*, SON...

WHAT IS IT, DO I HAVE A SIGN THAT SAYS *KICK ME* ON MY BACK?

WHY DO THINGS ALWAYS HAPPEN TO *ME*?

HONK

WHOA... I FEEL *DIFFERENT*, ALL *ENERGIZED*... WHAT'S *HAPPENING* TO--

Subject's reaction to experimental stimulus was immediate and startling.

HONK

YEEEOWWW!!

OBOY. TELL ME I'M DREAMING!

FIRST I LEAP TWENTY FEET THROUGH THE AIR--

--NOW I'M SCALING A WALL AS EASILY AS I CAN *WALK!*

IT'S *INCREDIBLE!*

I REACHED THE ROOF IN *SECONDS*--

HUH?

CRUNCH

IT'S THAT *SPIDER*--THE RADIOACTIVE SPIDER THAT BIT ME!

IN SOME STRANGE WAY, I'VE ABSORBED HIS POWER!

I-I'VE GOT TO *THINK* ABOUT THIS...

...TRY TO *UNDER-STAND* IT...

...FIGURE OUT SOME-THING TO *DO* WITH THIS FANTASTIC GIFT...

GLE'S GYM

HMMM...

A HUNDRED BUCKS.

$100.00 TO THE MAN WHO CAN STAY IN THE RING 3 MINUTES WITH CRUSHER HOGAN

NOW *THERE'S* AN IDEA...

After an initial disorientation, subject quickly adapted to changed circumstances.

I'LL PUT ON OLD CLOTHES, AND *DISGUISE* MYSELF.

NO SENSE IN MAKING PETER PARKER A PUBLIC *LAUGHING STOCK* IF I FAIL, RIGHT?

Oddly, in addition to certain obvious physical modifications . . .

CAGLE'S GYM

. . . subject apparently experienced a psychological liberation as well.

YO, CHROME DOME! I'LL TRY FOR THAT HUNDRED DOLLARS!

WHAT AM I SAYING?

WELL, WELL! IF IT AIN'T A LITTLE *MASKED MARVEL!*

STEP RIGHT UP, SUCKER.

I MUST BE OUT OF MY *MIND.*

ON THE OTHER HAND...

HEY! HOLD STILL, WILLYA?

IT *WORKS!* I'VE GOT THE SPEED, AGILITY AND *STRENGTH* OF A 150 POUND *SPIDER!*

YUCK, WHAT A *CONCEPT.*

PUT ME *DOWN!*

YOU WIN! *YOU WIN!*

Y-YOU'RE NOT *HUMAN!*

NOBODY CAN DO THIS!

IN THAT CASE, CRUSHER--

-- JUST CALL ME *NOBODY.*

GREATEST ACT I'VE EVER SEEN!

THAT GUY SHOULD OPEN FOR *ROCK GROUPS!*

MAXIE, MY MAN, YOUR DAYS LOOKING FOR A NEW CLIENT ARE *OVER.*

NICE STUFF, KID. NEEDS POLISH, BUT YOU CAN GO PLACES.

THANKS...

MY NAME'S *MAXIE*, I'M A PROMOTER-- MAYBE WE CAN CUT A DEAL. TAKE MY CARD. CALL ME.

At this point, subject's response to the organic reconstruction produced by the radioactive infusion remained firmly ingenuous.

POLISH, HUH? THAT GUY HASN'T SEEN *ANYTHING* YET!

OH, HI, AUNT MAY.

SINCE I HAVE THE *POWERS* OF A SPIDER, I'LL DESIGN MYSELF A *SPIDER-COSTUME* TO GO ALONG WITH--

I BROUGHT YOU SOME *MILK* AND *COOKIES*, PETER, DEAR.

DON'T WORK TOO HARD, WHATEVER YOU'RE DOING THERE.

MILK AND COOKIES... IF THEY ONLY *KNEW*.

WHEN I MAKE SOME SERIOUS MONEY, I'LL PAY THEM BACK FOR TAKING CARE OF ME ALL THESE YEARS.

LET'S SEE-- A SPIDER NEEDS *WEBBING*, AND SOMETHING TO *SHOOT* IT...

BINGO! JUST A LITTLE SOMETHING I WHIPPED UP IN MY SPARE TIME DURING *CHEM CLASS*.

THWIPP

I'LL NEED A *NAME* TO GO WITH THE DUDS...

I GUESS "*SPIDER-MAN*" IS AS GOOD AS ANY!

WELL, AT LEAST IT'S BETTER THAN *WEB-MASTER* OR *WALL-HOPPER*.

SO THEY LAUGHED AT ME FOR BEING A *BOOKWORM*, HUH?

CALLED ME A WALL-FLOWER AND A *KLUTZ*.

WHO'S LAUGHING *NOW*?

ME, THAT'S WHO.

LOOK OUT WORLD...

HERE COMES SPIDER-MAN!

In retrospect, it seems clear subject was undergoing the beginning of a full scale identity crisis.

Over the next several weeks, while appearing on several TV shows . . .

Y'KNOW, YOU SEE SOMETHING LIKE THIS IN THE *MOVIES*--

YOU FIGURE IT'S A *SPECIAL EFFECT.*

BUT SEE IT IN *PERSON*... MAN, WHAT A *TRIP!*

. . . subject was exposed to a rising measure of public adulation.

In contrast to his previous social interactions, subject soon found himself an object of popular interest and regard.

His powers made him unique: to some he was a threat, but to most . . .

. . . he was a kind of HERO.

OKAY, KIDDO-- CUT, FINI, ENDO, *ENOUGH!*

LISTEN TO MAXIE. SHOWBIZ RULE NUMBER ONE:

ALWAYS LEAVE 'EM BEGGIN' FOR *MORE.*

The effect of this popularity on the subject's ego was, perhaps, predictable . . . and unfortunate.

SPIDER-MAN! I'M FROM ROLLING STONE -- WHAT D'YA SAY TO A PICTURE SPREAD?

FORGET HIM! I'LL PUT YOU ON ENTERTAINMENT TONIGHT!

CALL MY AGENT, BOYS! I'M BUSY!

At this juncture, the subject committed a *fatal* fateful mistake . . .

WHEW! WHO'D'A THOUGHT FAME AND FORTUNE COULD MAKE A GUY FEEL SO FRAZZLED?

HEY...

STOP! THIEF!

YOU! GRAB THAT GUY!

MADE IT!

HUHH! I'M SAFE NOW! THAT GUARD CAN'T GET DOWN TO THE LOBBY AS FAST AS I CAN IN THIS HIGH-SPEED ELEVATOR!

LUCKY THAT GOON IN A COSTUME DIDN'T *STOP* ME!

WHAT'S *WITH* YOU, MISTER?

ALL YOU HADDA DO WAS *TRIP* HIM, OR *HOLD* HIM JUST FOR A MINUTE--!

WHOA, PAL, THAT'S *YOUR* JOB. I'M *THROUGH* BEING PUSHED AROUND-- BY ANYONE!

FROM NOW ON, I LOOK OUT FOR *NUMBER ONE* -- *ME*.

WHY, I OUGHTTA--

SAVE THE SPEECH, PAL. I'VE GOT THINGS TO DO.

I wish I could I should have I didn't mean to Subject continued his activities as before . . .

PETER, DEAR, YOU KNOW THAT MICRO-SCOPE YOU'VE ALWAYS WANTED?

YOUR AUNT AND I *BOUGHT* IT FOR YOU THIS AFTERNOON.

GOSH, THAT'S TERRIFIC!

I'VE GOTTA TELL THEM ABOUT *SPIDER-MAN*.

AND I WILL... SOME-DAY SOON.

REAL SOON...

As time passed, subject's popularity increased...

...but after that day in the TV studio, a growing uneasiness left me him upset and agitated.

THE VIEWER

SPIDER-MAN PLAYS TO PACKED HOUSE

CHURCH LADY CHRONICLE

SPIDER-MAN, ROLE MODEL--OR GODLESS MINION OF SATAN? ..YOU DECIDE!

I the subject knew something was wrong.

FOX THEATER

Something bad was going to happen.

DAILY BUGLE

SPIDER-MAN--THREAT, OR MENACE??

And then, one night a few weeks later, it did...

HUH? A POLICE CAR... IN FRONT OF OUR HOUSE?

WHAT'S WRONG?

BAD NEWS, SON. YOUR UNCLE SURPRISED A BURGLAR...

HE'S BEEN SHOT-- MURDERED.

UNCLE BEN? DEAD?

NO! NO! IT CAN'T BE!

WHERE'S THE CREEP WHO DID THIS? WHERE?

DON'T WORRY, WE'VE GOT HIM TRAPPED-- AT THE OLD ACME WAREHOUSE.

HE CAN'T ESCAPE!

YOUR AUNT IS NEXT DOOR. HER NEIGHBORS ARE LOOKING AFTER HER. YOU SHOULD-- SON?

I'VE GOT TO GET HIM!

I KNOW THE ACME WAREHOUSE. IT'S BEEN DESERTED FOR YEARS.

THE KILLER COULD HOLD OFF AN ARMY THERE...

...BUT HE WON'T HOLD OFF SPIDER-MAN!

Subject experienced disorientation.

Subject became agitated and

Subject

Oh, what's the use?

HE'S IN THERE SOMEWHERE, BUT HE'LL PICK US OFF LIKE *FLIES* IF WE CHARGE HIM...

ALL I GOTTA DO IS HOLD 'EM OFF TILL THE *MOON* GOES DOWN.

THEN I'M OUTTA HERE.

THINK *TWICE*, CREEP.

I've tried so hard to be objective about all this, but I can't do it.

HUH? *WHAT THE--?!*

SURPRISED?

This isn't some stupid high school science project.

This is my life.

NOT *HALF* AS SURPRISED AS YOU'RE GOING TO BE!

GOTTA GET AWAY! GOTTA HIDE!

MUST BE SEEING THINGS!

I hoped if I wrote this as a term paper, knowing I'd never submit it...

...I'd feel better about what happened.

HIDE?

HAVEN'T YOU HEARD, PAL?

YOU CAN RUN-- BUT YOU CAN'T HIDE--

--NOT FROM ME!

NEVER FROM ME!

WHAP

NOW LET'S--

OH, NO, NO, NO...

THAT FACE!

IT'S THE *THIEF* WHO RAN PAST ME! THE ONE I DIDN'T STOP WHEN I HAD THE CHANCE!

Maybe I do.

It helps to see it in black and white.

HATE TO RISK IT, BUT WE'LL HAVE TO *RUSH* HIM--

CAPTAIN, *LOOK!*

SWAT

Like I said, this isn't a science project. It's my life.

IT'S THE *KILLER!*

ON A-- *SPIDER'S WEB?*

And I guess life, like a science project, is about learning lessons.

MY FAULT, ALL MY FAULT!

IF ONLY I'D *STOPPED* HIM... UNCLE BEN WOULD STILL BE *ALIVE!*

So what lesson did we learn today?

I learned — with great power comes great responsibility.

And I learned... life's lessons cost more than a broken test tube

THE END

SPIDER-MAN'S UNCANNY SPIDER-SENSE

SPIDER-MAN POSSESSES MANY INCREDIBLE SUPER-HUMAN POWERS! BUT, THE MOST AMAZING OF ALL HAS GOT TO BE HIS UNCANNY SPIDER-SENSE!

IT'S LIKE HAVING HIS VERY OWN, PRIVATE EARLY DETECTION SYSTEM BECAUSE IT ALWAYS WARNS HIM OF DANGER!

A TINGLING SENSATION IN THE BACK OF HIS SKULL, IT MAKES IT IMPOSSIBLE TO SNEAK UP ON OUR HERO...

... BECAUSE HE CAN ALWAYS SENSE THE EXACT DIRECTION OF THE TROUBLE!

HIS SPIDER-SENSE CAN DETECT POTENTIAL AS WELL AS IMMEDIATE DANGERS!

IT CAN SENSE A HIDDEN WEAPON... AS WELL AS A SUPER-VILLAIN WHO IS DRESSED IN HIS CIVILIAN IDENTITY!

IT REACTS TO ALL THREATS... EVEN IF THEY'RE FROM SOMEONE WHO USUALLY ISN'T A MENACE TO HIM!

IT DOESN'T DISCERN THE NATURE OF ANY PARTICULAR THREAT, BUT OL' WEB-HEAD CAN USUALLY TELL HOW MUCH DANGER HE'S IN... BY THE STRENGTH OF HIS RESPONSE TO IT!

HAVING A SPIDER-SENSE IS ALSO A LOT LIKE POSSESSING A PERSONAL RADAR UNIT!

SPIDER-MAN NEVER HAS TO WORRY ABOUT WATCHING WHERE HE'S WALKING... BECAUSE HIS SPIDER-SENSE ALWAYS GUIDES HIM UNERRINGLY!

LOOSE BOARDS, CREAKY STAIRS AND ROTTED RAFTERS NEVER TROUBLE OUR WALL-CRAWLING FRIEND... BECAUSE HIS UNCANNY SENSE ALWAYS WARNS HIM AWAY FROM THEM!

HE IS NEVER HELPLESS! NOT EVEN IN TOTAL DARKNESS! BECAUSE HIS SPIDER-SENSE ALWAYS PREVENTS HIM FROM ACCIDENTLY BUMPING INTO ANYTHING... OR ANYONE!

OTHER SUPER HEROES HAVE TO WORRY ABOUT BEING OBSERVED WHENEVER THEY CHANGE INTO COSTUME... BUT NOT OUR BOY!

HIS SPIDER-SENSE WOULD ALWAYS ALERT HIM IF HIS SECRET IDENTITY WAS IN JEOPARDY!

SPIDER-MAN'S SPIDER-SENSE IS AN **INSTINCTIVE RESPONSE** TO DANGER WHICH ALWAYS TRIGGERS HIS AMAZING SPIDER-LIKE **REFLEXES** IN PLENTY OF TIME TO AVOID INJURY!

HE MOVES SO FAST THAT HE CAN USUALLY DODGE A BLOW... **BEFORE IT IS THROWN**... WHICH EXPLAINS WHY IT IS SO **RARE** FOR ANYONE TO EVER HIT HIM!

IN FACT, DIRECTED SOLELY BY HIS **SPIDER-SENSE** AND WITHOUT MAKING ANY **CONSCIOUS DECISIONS**, OUR HERO HAS BEEN KNOWN TO AVOID PROLONGED BURSTS OF **MACHINE-GUN FIRE**...

...AND COMPUTERIZED, RAPIDLY-FIRED, **RANDOM DISCHARGES** FROM THE HOBGOBLIN'S FINGER-**BLASTER**!

OF COURSE, SINCE HIS SPIDER-SENSE IS AN INSTINCTIVE REACTION, SPIDER-MAN CAN **DISREGARD** IT... BUT THAT TAKES A LOT OF **EFFORT**, A CONSCIOUS **DECISION**, AND A HECK OF A **GOOD REASON**!

I SENSE INCREDIBLE **DANGER** BEHIND ME!

GOT TO **FORCE** MYSELF TO IGNORE IT... UNTIL I CAN *DEFUSE* THIS BOMB!

TIK

TIK

TIK

SHEESH! NOBODY EVER SAID THAT THE LIFE OF A *FRIENDLY* NEIGHBORHOOD **WEB-SWINGER** WOULD BE EASY!

FOREST HILLS, QUEENS. MONDAY. 4:35 P.M.

...WE KEEP A *QUIET* HOUSE.

MOST OF THE TENANTS ARE *RETIRED*...

PARKER

...THOUGH, OF COURSE, THERE'S MY NEPHEW, *PETER*, AND HIS WIFE, *MARY JANE*.

BUT THEY'RE QUITE *WELL-MANNERED* FOR SUCH A YOUNG COUPLE.

KLIK WHIRR

THAT'S MY NEPHEW, THERE, WITH HIS *UNCLE BEN*.

OF COURSE, HE'S ONLY A *BOY* IN THAT PICTURE...

THE KID'S UNCLE, WHERE'S HE?

KLIK WHIRR

MY HUSBAND WAS KILLED BY A *BURGLAR* SOME YEARS AGO.

HEY, THAT'S ROUGH. NEIGHBORHOOD REALLY WENT DOWN THE *TUBES*, HUH?

OH, IT'S QUITE A *NICE* NEIGHBORHOOD. I'M SURE YOU'D ENJOY LIVING HERE, MISTER--

OH, DEAR-- HOW SILLY OF ME! I FORGOT YOUR *NAME*.

KATZENBERG, MRS. P... *NICK KATZENBERG*. YOU KNOW... I THINK I'M GONNA LOVE IT HERE!

SPIDER-MAN'S

AUNT MAY--

IN HER FIRST SOLO ADVENTURE

"STANDARDS of BEHAVIOR"

GERRY CONWAY WRITER * RICHARD ROCKWELL PENCILER * ANDY MUSHYNSKY & DONALD HUDSON INKERS * RICHARD PARKER LETTERER * JOHN WILCOX COLORIST * JIM SALICRUP EDITOR * TOM DeFALCO EDITOR IN CHIEF

ESPECIALLY IF IT HELPS ME FIND OUT HOW PARKER MANAGES TO GET ALL THOSE PHOTOS OF SPIDER-MAN.

I REALLY HATE THAT KID...

KLIK WHIRR

... AND I'D JUST LOVE TO PROVE COLLUSION BETWEEN HIM AND THE WEB-SLINGER.

THAT WOULD RUIN HIS REP BUT GOOD-- AND FIX ME AS THE DAILY BUGLE'S NUMBER ONE PHOTOG-RAPHER.

KLIK WHIRR

NONE OF THE OTHER TENANTS ARE HOME AT THE MOMENT, MR. KATZENBERG--

--AND SINCE THE ROOM YOU'LL BE RENTING IS SUCH A FRIGHTFUL MESS--

--I'LL LET YOU LOOK AT MY NEPHEW'S ROOM. YOUR ROOMS ARE ALMOST IDENTICAL, YOU SEE.

AND I'M SURE DEAR PETER WOULDN'T MIND.

SO THIS IS THE KID'S PLACE, HUH? WHERE'S HE NOW?

KLIK WHIRRR

KLIK WHIRRR KLIK WHIRRR

GOODNESS, I DON'T KNOW!

HE SHOULD HAVE LEFT SCHOOL HOURS AGO.

MAYBE HE'S HITTIN' A FEW BARS ON THE WAY HOME.

MR. KATZENBERG, I ASSURE YOU MY PETER DOES *NOT* INDULGE IN HARD LIQUOR.

OKAY, OKAY, I HEAR YOU.

THE KID'S A SAINT.

DON'T GET A *HAIR* UP YOUR NOSE, FOR THE LOVE'A' MIKE.

KLIK WHIRR

KLIK WHIRR

WHAT *PRECISELY* IS THAT SUPPOSED TO MEAN, MR. KATZENBERG?

IT MEANS I HAD AN OLD AUNT LIKE YOU AND SHE FELT ABOUT ME THE WAY YOU FEEL ABOUT THE KID.

KLIK WHIRR

AS FAR AS SHE KNEW, *BUTTER* COULDN'T MELT IN MY MOUTH.

HA.

MR. KATZENBERG, WHAT DO YOU DO FOR A *LIVING?*

I'M A *PHOTOG-RAPHER.*

REALLY. SO IS MY *NEPHEW.*

KLIK WHIRR

NOW AIN'T THAT A *COINCIDENCE?*

I WOULDN'T CARE TO SAY.

PERHAPS I'VE SEEN YOUR WORK?

I'LL BET YOU HAVE, A SWEET OLD DAME LIKE YOU. BET YOU READ *ALL* THE TABLOIDS.

EVER SEE THE *NATIONAL EXAMINER?*

I *THOUGHT* SO, MR. KATZENBERG, I'D LIKE YOU TO *LEAVE.*

WHAT DID I SAY? WHAT DID I *DO?*

YOU AS MUCH AS CALLED MY NEPHEW A *DRUNKARD,* MR. KATZENBERG. AS FOR THE REST, IF YOU DON'T *KNOW--*

-- THERE'S REALLY NO POINT IN MY *TELLING* YOU, IS THERE?

≥SHEESH!≤ WHAT A CRAZY OLD BROAD!

FOREST HILLS, QUEENS. MONDAY. 5p.m.

OH, PETER, DEAR-- *THERE* YOU ARE. HOW WAS SCHOOL?

HARD, BUT GOOD. WANT TO KNOW WHY I'M *LATE?*

NEWS 10

OH, TSH! YOU'RE A *GROWN MAN,* PETER. YOU DON'T HAVE TO REPORT YOUR WHEREABOUTS TO *ME* ANYMORE.

PETER, DEAR-- WHAT DO YOU THINK OF THOSE *SUPER-MARKET TABLOIDS?*

I THINK THEY'RE *TRASH,* AUNT MAY.

SO DO I. THEY'RE RUDE AND OBNOXIOUS, LIKE SOME PEOPLE. IF THERE'S *ONE* THING I BELIEVE IN, PETER, DEAR...

WHEN WE RETURN TO "*A MODERN AFFAIR,*" WE'LL HAVE A LIVE INTERVIEW WITH A RETIRED MAILMAN WHO CLAIMS MARTIANS ATE HIS PENSION CHECK...

IT'S UPHOLDING CERTAIN *STANDARDS OF BEHAVIOR.*

THE END

NO, FRIENDS, YOUR EYES *AREN'T* DECEIVING YOU -- THIS REALLY *IS* WHAT IT APPEARS TO BE -- A PARTICULARLY *ODD* AMALGAMATION OF "*AMERICAN TOP FORTY*" AND "*AMERICA'S MOST WANTED*"!

YES, IT'S *SPIDER-MAN'S TOP 30 VILLAIN COUNTDOWN!* HELLO, I'M *SPIDER-MAN*, AND BEFORE WE GET TO OUR *FEATURED FOES*, A FEW WORDS ABOUT THE *GROUND RULES*.

FELONS WERE JUDGED IN *THREE* CATEGORIES:

ONE. *TENACITY*. Y'SEE, I'VE FOUGHT MANY AN EARTH-THREATENING MENACE -- *ONCE*. THOSE SKUNKS DON'T SHOW UP ON MY LIST, BUT MORE THAN A FEW LESS-POWERFUL -- ALBEIT *PERSISTENT* -- WEASELS *DO*.

TWO, *RAW POWER*, *SPECIAL ABILITIES* AND *CRAFTY INTELLIGENCE*, ALL GROUPED TOGETHER, ALL SELF-EXPLANATORY.

AND THREE, *PURE MEANNESS*. JUST *HOW* NASTY ARE THEY? HAVE THEIR ACTIONS MADE OUR RELATIONSHIP A *PERSONAL ONE*, OR DOES IT REMAIN STRICTLY ON A MORE PROFESSIONAL GOOD GUY/ BAD GUY PLANE? IF THE LATTER'S THE CASE, THEN THEY PROBABLY DON'T QUALIFY.

AND, OF COURSE, BEAR IN MIND THAT THESE RANKINGS *ARE* SUBJECTIVE, AND I MIGHT VERY WELL CHANGE MY MIND TOMORROW, BUT THAT'S *THEN*, AND THIS IS *NOW*, SO LET'S GET *ON* WITH THE *COUNTDOWN*, SHALL WE?

SPIDER-MAN'S TOP 30 VILLAIN COUNT DOWN !!!!!!!!!!

NO, THIS IS *NOT* CAPTAIN AMERICA'S LIST, AND YES, THAT *IS THE RED SKULL* COMING IN AT #*30* (AFTER ALL, ON CAP'S LIST, THE SKULL WOULD PROBABLY BE #*1*.). DURING OUR ONE ENCOUNTER, I MANAGED TO *CLEAR* MY *PARENTS'* NAME OF *TREASON*, A CHARGE THE SKULL TRUMPED-UP AFTER HE HAD THEM *KILLED* DURING MY *INFANCY*. CLEARLY REASON ENOUGH FOR INCLUSION.

COMING IN AT #*29* WITH A *BULLET* -- WHICH, COINCIDENTALLY, IS HOW HE *DIED* -- IS THE MAN IN THE *CRIMEMASTER'S* MASK. WHETHER IT WAS THE LATE *NICK LEWIS*, OR HIS REVENGE-SEEKING SON -- OR, FOR THAT MATTER, *THE ROSE*, *THE SCHEMER*, *THE BIG MAN* OR *THE HIT MAN* -- HE'S HERE REPRESENTING TH' NEVER-ENDING *GRIEF* I GET FROM ALL THE BOZOS WHO ATTEMPT TO LEAD *ORGANIZED CRIME*.

THEN THERE'S GUYS LIKE *THE SIN EATER*, #*28*. *STAN CARTER* WAS A *COP* BY *PROFESSION*, BUT BECAME A *CRIMINAL* BY REASON OF *INSANITY*. UNFORTUNATELY, HIS CRAZINESS PUT SOME GOOD PEOPLE INTO EARLY GRAVES, INCLUDING *POLICE CAPTAIN JEAN DeWOLFF*.

HAMMERHEAD #*27*, IS A CRIME BOSS WITH SOMETHING *EXTRA*! A CRANIUM OF *UNBENDABLE STEEL*, AND A *WORK ETHIC* FORMED BY *30's GANGSTER MOVIES*. WHAT A DIRTY RAT.

THE *FIRST* COSTUMED VILLAIN I EVER MATCHED WITH, *THE CHAMELEON*, SHOWS UP AT #*26*. LATE WORD HAS IT THAT HIS *DISGUISE ABILITIES* HAVE BEEN *GREATLY AUGMENTED*, SO HE MIGHT VERY WELL BE MOVING UP ON THE LIST. CHECK BACK WITH ME NEXT YEAR.

COMING IN AT #*25* IS THE BIGGEST *DRIP* OF THIS DREARY COLLECTION, *HYDRO-MAN*. I'VE FOUND THAT POSSESSING TOTAL COMMAND OF HIS *BODY WATER* MAKES HIM A *POWERFUL ADVERSARY* -- AND PROBABLY A GOOD COMPANION ON -- *LONG CAR TRIPS!*

THE *VIBRO SHOCK UNITS* OF FOE #24, *THE SHOCKER*, ARE CAPABLE OF REALLY RATTLING MY TEETH, SO WHENEVER POSSIBLE, I ATTEMPT TO RATTLE HIS FIRST--WITH MY *FIST!*

THE MOLTEN MAN #23, LONG-SUFFERING STEP-BROTHER OF OLD FRIEND *LIZ ALLAN*, IS HOT NOT ONLY UNDER THE *COLLAR*, BUT *EVERYWHERE* THAT THE LAB ACCIDENT THAT GAVE HIM A SPECIAL *LAVA-LIKE LUSTER* TO HIS SKIN. I JUST WISH HE WOULDN'T TAKE HIS ANGER OUT ON *ME!*

IN THE *MAGGIA* DIVISION, WE HAVE #22, WOULD-BE CRIMELORD *SILVIO MANFREDI* a.k.a. *SILVERMANE*. A FRAIL 80-YEAR-OLD SEEKING THE FOUNTAIN OF YOUTH, HE FOUND IT IN A CYBORG BODY. I ASK YOU, THIS IS *PROGRESS??*

X-MEN FANS WILL PROBABLY RECOGNIZE FOE # *21* AS *THE JUGGERNAUT*. JUST *THINKING* ABOUT THE TIME I TRIED TO STOP THIS HUMAN BULLDOZER GIVES ME *BRUISES!*

MURDERER *RICH DEACON* FORCED A SCIENTIST TO GIVE HIM THE ABILITIES OF A *HUMAN FLY* (#20) BUT SOON AFTER, THESE ABILITIES WENT TO HIS HEAD. NOWADAYS, HE CAN BE FOUND OUT BY THE *DOCKS*, *LUNCHING* ON THE *GARBAGE BARGE*.

ORIGINALLY THOUGHT TO BE THE *CLONE* OF THE LATE *DR. MILES WARREN*, *CARRION*, FOE #19 TURNED OUT TO BE A CHEMICAL WEAPON LEFT BY THAT TWISTED GENIUS, ALTHOUGH HE HAS THE ABILITY TO READ MINDS AND TO RENDER HIMSELF IN TANGIBLE--

HIS MOST *FEARED* ATTRIBUTE IS THE *RED DEATH DUST* HE SPREADS ABOUT. SURE GIVES *NEW* MEANING TO THE TERM "*DUSTBUSTER*," EH?

MY COLLEGE PROF, THE AFOREMENTIONED *WARREN*, WAS *CRAZY* ABOUT *GWEN STACY*--SO CRAZY, HE NOT ONLY BLAMED *ME* FOR HER DEATH, BUT BECAME *THE JACKAL* (#18) IN AN ATTEMPT TO AVENGE HER *AND* RECREATE HER! HE FAILED, HE'S DEAD, BUT THE *BITTER MEMORY* LINGERS.

COMING IN AT #17, DIRECT FROM SOUTH OF THE BORDER IS *THE TARANTULA*. THIS IS THE *SECOND* FOOL TO TAKE UP THE ROLE--SURPRISING, SINCE THE FIRST ONE ACTUALLY TURNED INTO A *GIANT SPIDER* AND *DIED* AN AGONIZING DEATH. I TRUST THIS FELLOW IS IN FOR JUST AS *DELIGHTFUL* A TIME!

ANOTHER NE'R DO WELL WHOSE STRENGTH WAS TREMENDOUSLY INCREASED BY MODERN SCIENCE, *THE RHINO* IS FOE #16. INITIALLY, I WAS THE RHINO'S *SOLE* ADVERSARY, BUT I'VE SINCE WISED-UP: WHENEVER I HEAR HE'S ON THE LOOSE, THE FIRST THING I DO IS RUN TO THE PHONE AND LEAVE A MESSAGE ON *THE HULK'S ANSWERING MACHINE!*

WITH ANIMAL-LIKE ABILITIES AND MYSTICALLY-ENHANCED POWERS, NATIVE AMERICAN *THOMAS FIREHEART* LOGS IN AT # 15 IN HIS IDENTITY OF *PUMA*. WHILE SOME SAY HE'S *GOOD-BAD*, BUT NOT *EVIL*. I NEVERTHELESS REMAIN SKEPTICAL OF *ANYBODY* WHO'S NOT ONLY *C.E.O.* OF A *LARGE COMPANY*, BUT A *MERCENARY* AS WELL.

HOWABOUT VILLAIN #14, *THE LIZARD*? I KNOW HE'S A REAL GOOD GUY WHEN HE'S *DR. CURT CONNERS*, BUT EXPERIENCE TELLS ME HE'S ALSO A REAL BAD GUY IN HIS REPTILIAN FORM. AS A FRIEND, I FIND IT THAT MUCH HARDER TRYING TO SUBDUE HIM *WITHOUT* CAUSING PERMANENT DAMAGE.

A *LIGHTNING BOLT*, STRIKING A LINEMAN WHO WAS WORKING, GAVE THE ABILITY TO *MAX DILLON* TO *HARNESS* THE POWERS OF *ELECTRICITY*, DUBBING HIMSELF *ELECTRO*, #13 IN OUR HATE PARADE, I'VE ALWAYS FOUND FACING HIM TO BE A *SHOCKING* EXPERIENCE, AND GIVEN A CHOICE, I'D DEFINITELY *VOLT* AGAINST IT! (HEY, NOW--NO *STATIC* ABOUT MY JOKES, OKAY?)

MY MANY CLOSE ENCOUNTERS WITH FILM-EFFECTS MAN-TURNED MIND-MANIPULATOR, MYSTERIO, EARN HIM THE #12 SLOT. CRAFTY AS THEY COME, HE ONCE HAD ME ON A PSICHIATRIST'S COUCH, READY TO TELL ALL. THANK HEAVENS MY HOUR WAS UP!

ALTHOUGH REPORTS ARE IN THAT FOE #11, THE SAND-MAN, HAS GONE STRAIGHT, HIS SAND MANIPULA-TING ABILITY GAVE ME SO MUCH TROU-BLE EARLY IN MY CAREER, IT WOULD GO AGAINST MY GRAIN NOT TO INCLUDE HIM.

EASING INTO OUR TOP 10, WE HAVE J. JONAH JAMESON, DAILY BUGLE PUB-LISHER AND CONSTANT THORN IN MY SIDE SINCE DAY 1. FACT IS, I'D CONSIDER HIM FOE #1, EXCEPT FOR TWO THINGS: HE'S NOT TRULY EVIL (OR SO I'M TOLD), AND I KNOW, SHOULD IT EVER COME TO IT--

--I COULD BEAT THE NEWSPRINT OUT OF HIM!

#9, THE BURGLAR WHO KILLED UNCLE BEN. HIS HAND OBSCURED HIS FACE AS I CAPTURED HIM WITH RIGHTEOUS INDIGNATION, WHICH ALL BUT DISSIPATED WHEN I REALIZED HE WAS THE SAME CROOK--

DAILY BUGLE
SPIDER MAN MENACE!!

--I HAD CAVALIERLY LET RUN PAST ME ONLY HOURS EARLIER. SOME LESSONS YA GOTTA LEARN TH' HARD WAY, I GUESS.

VENOM, #8, IS AN UNHOLY COMBINATION OF THE EVIL ALIEN ENTITY THAT WAS MY BLACK COSTUME, AN' A GUY WHO REALLY HATES ME!

VILLAIN #7, THE SCOR-PION, DOESN'T JUST POS-SESS A SUPERHUMANLY POWERFUL TAIL, BUT IS AN ON AND OFF AGAIN PSYCHOTIC TO BOOT-- MOSTLY ON!

WHEN ADRIAN TOOMES DONS HIS ELECTRO-MAGNETIC HARNESS, HE'S NO LONGER A MEEK OLD GEEZER, HE'S THE MOST DAN-GEROUS DENTURE-WEARER THIS SIDE OF SILVERMANE, THE MASTER CRIMINAL KNOWN AS THE VULTURE, SHOWING UP AS BAD GUY # 6.

COMING IN AT #5 IS THE ESTI-MABLE DR. DOOM. NOW, IT'S TRUE THAT WE'VE ONLY TANGLED ON A FEW OCCASIONS, BUT YOU CAN'T REALLY BE A HERO IN THE MARVEL UNIVERSE AND NOT PUT THE LORD OF LATVERIA SOMEWHERE IN YOUR TOP TEN!

NEXT, THE CRIMELORD OF ALL CRIMELORDS, WILSON FISK, THE KINGPIN. NO PUSH-OVER IN THE SLUG-FEST DEPARTMENT, HE'S CHOSEN IN RECENT TIMES TO VENT MOST OF HIS VENGEANCE ON DAREDEVIL, NOT YOURS TRULY, CAUSING HIM TO DROP A WAYS BACK ON MY LIST-- ALL THE WAY DOWN TO # 4.

WITHOUT ANY REAL SUPER-POWERS AND WITH SOMETHING RE-SEMBLING A SENSE OF HONOR, KRAVEN THE HUNTER, MAY SEEM AN ODD CHOICE FOR VILLAIN #3. BUT I WANNA TELL YA, WHEN I SHOULD'VE BEEN ENJOYING THE AFTERGLOW OF MY NUPITALS, HE HAD ME BURIED DEEP IN THE GROUND FOR WEEKS AN' BELIEVE ME, THAT'LL REALLY GET YOUR ATTENTION!

DR. OTTO OCTAVIUS, THE ARROGANT RESEARCH SCIENTIST TRANSFORMED INTO THE CRIMINAL GENIUS DR. OCTOPUS BY YET ANOTHER RADIOACTIVE ACCIDENT SHOWS UP AT #2 NOT ONLY FOR ALL THE PAIN AND GRIEF HIS MECHANICAL TENTACLES HAVE GIVEN ME, BUT FOR ALMOST ACCOMPLISHING THE MOST DASTARDLY DEED OF ALL: BECOMING MY UNCLE BY MARRYING MY AUNT MAY.

AND NOW, PRESENTING MY #1 FOE(S): THE GOBLIN BROTHERS, HOB, AND GREEN. NOT ACTUALLY RELATED, ONE SPAWNED THE OTHER, AND MANY HAVE WORN THEIR GUISE: THE LATE NORMAN OSBORN, MURDERER OF GWEN STACY, WAS THE ORIGINAL GREEN GOBLIN, FOLLOWED BY HIS SON, HARRY, AN' THEN HARRY'S SHRINK; THE LATE NED LEEDS, HUSBAND OF BETTY BRANT, WAS THE ORIGINAL HOBGOBLIN, AN IDENTITY TAKEN UP BY FORMER THIRD RATER, JACK O'LANTERN, WHO'S SURE TO BE EVEN BIGGER TROUBLE, SINCE, DURING THE INFERNO, HE WAS TRANS-FORMED BY DEMONS INTO MORE OF A TRUE GOBLIN THAN ANY OF HIS PREDECESSORS!

WELL, THERE YOU HAVE IT-- MY TOP 30 VILLAINS!! I HOPE ALL OF YOU OUT THERE ENJOYED SEEING 'EM--

--I KNOW I CERTAINLY HAVEN'T!! 'NUFF SAID!

HERE IT IS! THE LONGEST RUNNING FEUD IN THE HISTORY OF THIS, THE MARVEL AGE OF COMICS!!

SPIDEY VERSUS J.J.J.!!

YES, IT'S TIME TO EXAMINE THE NEVER-ENDING HOSTILITIES BETWEEN J. JONAH JAMESON AND THE AMAZING SPIDER-MAN!!

IT'S BEEN GOING ON NON-STOP SINCE THE PUBLICATION OF AMAZING SPIDER-MAN #1. EVER SINCE THAT FORMER SHOW BIZ SENSATION, SPIDER-MAN, TURNED HIS ABILITIES TOWARD CRIME-BUSTING, DAILY BUGLE PUBLISHER J. JONAH JAMESON HAS USED THE WEBSLINGER AS THE FOCUS OF HIS CRUSADE AGAINST SUPERHEROIC VIGILANTISM.

WHY? WHY ALL THIS BITTERNESS AND HATRED FROM J.J.J., THE MAN WHO, IT SHOULD BE NOTED, PRECIPITATED THIS LONG-STANDING ANTAGONISM? WELL, WHO CAN SAY FOR SURE, BUT, ONCE, A LONG, LONG TIME AGO (IN AMAZING SPIDER-MAN #10), JAMESON MADE THE FOLLOWING CONFESSION IN THE PRIVACY OF HIS EMPTY OFFICE:

AS TIME PASSED, JEALOUSY WAS SCARCELY EVER MENTIONED AGAIN, WITH J.J.J. SAFELY RETREATING INTO HIS SELF-RIGHTEOUS ANTI-VIGILANTISM STANCE.

AND, IN ALL FAIRNESS, IT SHOULD BE NOTED THAT PUBLISHER JAMESON HAS BEEN RESPONSIBLE FOR A LOT OF GOOD BEING ACCOMPLISHED.

HOWEVER, WE'RE HERE TO RECALL EVENTS THAT ARE DECIDEDLY INELIGIBLE FOR THAT PARTICULAR LIST...

...STARTING WITH A SERIES OF ROBOTIC **SPIDER-SLAYERS** INITIATED BY JAMESON AND CONCOCTED BY INVENTOR **SPENCER SMYTHE.**

MODEL **1** DESIGNER: SPENCER SMYTHE/ STEVE DITKO

MODEL **2** DESIGNER: SPENCER SMYTHE/ JOHN ROMITA, Sr.

MODEL **3** DESIGNER: SPENCER SMYTHE/ GIL KANE

MODEL **4** DESIGNER: MARLA MADISON/ ROSS ANDRU

MODEL **5** DESIGNER: SPENCER SMYTHE/ KEITH POLLARD

MODEL **6** DESIGNER: ALISTAIR ALPHONSO SMYTHE/MARY WILSHIRE

MODEL **7** DESIGNER: ALISTAIR ALPHONSO SMYTHE/ JOHN ROMITA JR.

4 TIMES, J.J.J. GLEEFULLY MANNED THE CONTROL PANELS, STALKING HIS ARCH ENEMY IN HOPES OF **CAPTURING** AND **UNMASKING** HIM. 4 TIMES HE **FAILED.**

ONCE, SPURNING SMYTHE, JAMESON TURNED TO SCIENTIST **MARLA MADISON** IN HOPES OF TRIUMPHING OVER THE AMAZING ARACHNID. THE **RESULTS?** MIXED: JAMESON **LOST** WITH MADISON'S **ROBOT**, BUT **WON** WITH MADISON'S **HEART**-- SHE LATER BECAME **MRS.** J. JONAH JAMESON!

SMYTHE, MEANWHILE, WAS BECOMING MORE AND MORE **DERANGED** FROM THE **RADIATION POISONING** THAT WAS SLOWLY KILLING HIM. NOW **HE** WAS MANNING THE SPIDER-SLAYERS HIMSELF. THE INTENT WAS NO LONGER TO CAPTURE, BUT TO **KILL**-- AND THAT INCLUDED JAMESON AS WELL AS SPIDER-MAN! THEY **BARELY** ESCAPED WITH THEIR **LIVES**-- SMYTHE WASN'T SO LUCKY.

ATTEMPTING REVENGE FOR HIS FATHER'S DEATH, **ALISTAIR ALPHONSO SMYTHE** HAS TRIED IN VAIN WITH **2** MODELS OF HIS OWN DESIGN. BE ADVISED JAMESON HAD ABSOLUTELY **NOTHING** TO DO WITH THESE TWO PLOTS EXCEPT THAT, WELL, HE **WAS** THE ONE WHO **STARTED** ALL THIS **MADNESS** TO BEGIN WITH, WASN'T HE?

AFTER HIRING PRIVATE EYE **MAC GARGAN** TO SHADOW PETER PARKER, J.J.J. HAD A **BETTER** IDEA:

HE OFFERED **TEN GRAND** APIECE TO **DR. FARLEY STILLWELL** AND GARGAN TO DEVELOP AND SUBMIT TO EXPERIMENTAL SUPERHUMAN ABILITIES CAPABLE OF **DEFEATING** SPIDER-MAN.

GARGAN BECAME **THE SCORPION** AND **PSYCHOTIC**, IN THAT ORDER, DR. STILLWELL BECAME **DEAD**. AND J.J.J.? HE ALMOST HAD HIS **WEDDING** DISRUPTED BY THE MAN WITH THE DEADLY GREEN TAIL.

WHEN I SAID I PUT MY **BLOOD SWEAT** AND **TEARS** INTO EVERY EDITION OF *THE BUGLE*, THIS *ISN'T* EXACTLY WHAT I HAD IN MIND!!

NOT LEARNING FROM HIS MISTAKES, JAMESON PROPOSED A **SIMILAR** DEAL TO STILLWELL'S BROTHER, **HARLAN**. OVERHEARD BY ESCAPED MURDERER, **RICK DEACON**, DEACON SOON BECAME **THE FLY**, STILLWELL SOON BECAME **DEAD**, AND WHEN A PSYCHOTIC FLY **DANGLED** THE MAN HE HELD RESPONSIBLE FOR HIS CONDITION OVER THE DAILY BUGLE **PRINTING PRESSES**, JAMESON SOON BECAME **SORRY**, HE HAD STARTED THIS WHOLE MESS!

WITH **PHOTOS** OF SPIDER-MAN **DISPOSING** OF THE BODY OF THE (SUPPOSED) PETER PARKER CLONE, JAMESON WAS IN A POSITION TO **DESTROY** HIS ARCH ENEMY'S CAREER-- **EXCEPT** HE WAS **DUMB** ENOUGH TO SWALLOW THE OLD "**DOUBLE EXPOSURE**" EXCUSE A PANICKED PARKER FED HIM!!

J.J.J. HAD ABSOLUTELY **NOTHING** TO DO WITH TRANSFORMING HIS **SON, JOHN**, INTO **THE MAN-WOLF**, BUT, OH!, WHAT A **PROUD PAPA** HE MUST'VE BEEN WHEN SPIDEY AND WOLFY LOCKED-UP IN COMBAT!

PAY MASTER

÷SIGH÷ HE'S GOT HIS MOTHER'S **TEETH!**

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NEW YORK'S PICTURE NEWSPAPER
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May 3 1989
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J. Jonah Jameson
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... AND JUST **HOW** DOES SPIDER-MAN REACT IN THE FACE OF J. JONAH JAMESON'S **RELENTLESS ATTACKS**? WELL, HE PRETTY MUCH TAKES IT **IN STRIDE**, BUT AT LEAST ONCE A WEEK, DOWN AT THE DAILY BUGLE'S **PAYMASTER'S OFFICE, A BIG SMILE** INVARIABLY PLAYS ACROSS PHOTOGRAPHER PETER PARKER'S FACE.

AFTER ALL, THERE'S SOMETHING TO BE SAID FOR HAVING YOUR **WORST ENEMY** PAY YOU **GOOD MONEY** JUST TO TAKE **PICTURES OF YOURSELF**, ISN'T THERE?

I, UATU THE WATCHER, OBSERVED AS THE FIRST HOST OF THE ENIGMATIC ALIEN CELESTIALS CAME TO EARTH TO PERFORM GENETIC EXPERIMENTS ON THE ANCESTORS OF THE HUMAN RACE.

ROUGHLY 20,000 YEARS AGO THE SECOND HOST OF THE CELESTIALS CAME TO INSPECT THE PROGRESS OF THEIR HANDIWORK. MUCH HAD CHANGED IN THEIR ABSENCE.

NORMAL HUMANKIND HAD BUILT A GLORIOUS CIVILIZATION ON THE ISLAND CONTINENT OF ATLANTIS, WHICH STILL STOOD ABOVE THE WAVES.

BUT MOST OF HUMANITY HAD BEEN ENSLAVED BY THE DEVIANTS OF THE CONTINENT OF LEMURIA, A RACE THAT CELESTIALS HAD CREATED.

ATLANTIS WAS THE LAST STRONGHOLD OF HUMAN FREEDOM, AND THE DEVIANTS VOWED THAT IT TOO WOULD FALL BEFORE THEM.

CHAPTER 4

THE SAGA OF THE SERPENT CROWN CATACLYSM

PETER SANDERSON — WRITER
MARK BAGLEY — PENCILER
KEITH WILLIAMS — INKER
JADE MOEDE — LETTERER
MARC SIRY — COLORIST
GREGORY WRIGHT — MANAGING EDITOR
MARK GRUENWALD — EDITOR
TOM DeFALCO — EDITOR IN CHIEF

BASED IN PART ON STORIES BY JACK KIRBY, STEVE GERBER, AND HOWARD CHAYKIN

BUT THERE ARE **OTHERS** IN THE DEVIANTS' VERY **MIDST** WHO **PLOT** THEIR **DESTRUCTION.**

AND THEIR **LEADER** IS **ATRA,** THE GREATEST HUMAN **ALCHEMIST** OF THE **CONQUERED** ISLAND OFF **LEMURIA.**

I GIVE YOU **WARNING,** ATRA! WE DEVIANTS **KNOW** YOU ARE WORKING ON A POWERFUL NEW **WEAPON!** UNLESS YOU TURN IT OVER TO THE **PALACE** BEFORE **NIGHTFALL,** WE SHALL **FIND** IT AND TAKE IT BY **FORCE!**

I SHALL SEE OUR MIGHTY **EMPEROR** WITHIN THE HOUR. GOOD DAY TO YOU, DEVIANT.

THE **FOOLS!** THEY HAVE LEARNED MY LITTLE **SECRET** TOO LATE TO SAVE EITHER **THEMSELVES** OR THEIR THICKHEADED **EMPEROR!**

FATHER, WHAT DO YOU **MEAN?** WHAT IS IT YOU HAVE **DONE?**

MY CIRCLE OF **ALCHEMISTS** CREATED IT WITH **HELP** FROM THE LEGENDARY **SERPENT-MEN,** ANTILIA.

THE **SERPENT-MEN!** BUT, FATHER, THEY SERVE A **DEMON!**

AS DO **I,** NOW. AND THROUGH THIS **SERPENT CROWN** MADE IN HIS **IMAGE,** FATHER **SET** WILL GRANT ME **POWER** ENOUGH TO **TOPPLE AN EMPIRE!**

MEANWHILE, DEVIANT **WARSHIPS** MANNED BY **HUMAN MERCENARIES** FROM THE LEMURIAN ISLES STORMED THE DOMED **CAPITAL CITY** OF **ATLANTIS** BY AIR AND SEA!

THE SOLE **HOPE** FOR HUMAN **LIBERTY** LAY WITH THE NOBLE **LEADERS** OF ATLANTIS, KING **KAMUU** AND HIS WIFE **ZARTRA,** FORMER **WARRIOR QUEEN** OF THE LEMURIAN ISLES!

BUT EVEN THAT HOPE WAS **FADING.**

WE HAVE BUT **ONE** CHANCE, GENERAL! **OPEN THE SERPENTS' HEADS!**

BUT, **SIRE!** TO **RELEASE** THE **LAVA** FROM **BENEATH** ATLANTIS MIGHT CAUSE **UPHEAVALS** THAT WOULD **DOOM US** AS WELL AS OUR **FOES!** MY QUEEN, PLEASE ASK HIS HIGHNESS TO **RECONSIDER!**

NO, GENERAL! I **FLED** MY HOMELAND WHEN IT FELL TO THE **DEVIANTS.** BUT **NOW** MY HUSBAND AND I WILL **FIGHT** THEM TO OUR **LAST BREATHS!**

ALL OF **ATLANTIS** WOULD RATHER **DIE** AS **FREE** PEOPLE THAN **LIVE** AS **SLAVES** TO **MONSTERS!**

ZARTRA AND I **THINK** AS **ONE,** GENERAL.

OPEN THE SERPENTS' HEADS.

THE MOLTEN ROCK WAS THRUST UPWARD THROUGH SHAFTS SUNK DEEP INTO THE EARTH--

--AND RUSHED FORTH IN A TORRENT OF DEATH FROM THE GARGOYLE-LIKE SERPENTS' HEADS AT THEIR SUMMIT--

--SENDING THE LEMURIAN INVADERS TO THEIR FIERY END!

AND THEN THE FIRST EARTH TREMORS BEGAN, SIGNALING ATLANTIS'S OWN APPROACHING DOOM!

YOU DO NOT FEAR DEATH, MY LADY?

HAVE WE TIME FOR FEAR, KAMUU?

I LEARNED A LESSON IN MY LEMURIAN GIRLHOOD, A YOUTH SPENT IN BATTLE, SURROUNDED BY DEATH.

LIFE AND DEATH ARE INSEPARABLE, EVEN AS TO ME...

...LOVE AND KAMUU ARE ONE AND THE SAME.

AND YOU HAVE KEPT ALL OF THIS FROM ME, AS IF I WERE A STUPID CHILD!

BUT I KNOW WHAT YOU CLEARLY DO NOT, FATHER! CONSORTING WITH DEMONS CAN ONLY LEAD TO MORE SUFFERING AND WICKEDNESS! DO NOT LET YOUR HATRED OF THE DEVIANTS COME BETWEEN US!

FATHER SET IS NOT A DEMON, CHILD. HE IS MY GOD.

AND THE GODS REQUIRE SACRIFICES OF US ALL.

HE WILL GRANT THE SERPENT CROWN ITS POWER--

--IN EXCHANGE FOR THE BLOOD OF AN INNOCENT--OR AN ENEMY!

YOU, MY DEAR, HAVE PROVED TO BE BOTH!

GIVE MY LORD SET MY GREETINGS IN THE NEXT LIFE!

FATHER! NO!!

THE HALLS OF ATRA'S SANCTUM WERE FILLED WITH ANTILIA'S SCREAMS OF PAIN--

--WHILE IN KAMUU'S PALACE ZARTRA QUIETLY COLLAPSED, MORTALLY WOUNDED FROM BEHIND AS SHE EMBRACED THE MAN SHE LOVED...

...CUT DOWN BY ONE NOLEM OF THE LEMURIAN ISLES, HER FORMER SUBJECT, WHO WAS HORRIFIED BY THE DEATHS OF HIS MERCENARY COMPATRIOTS...

...BUT WHO HAD LONG AGO BLINDED HIMSELF TO THE TYRANNY AND ATROCITIES OF HIS DEVIANT MASTERS. HE WAS THEIR WILLING SERVANT.

YET HE DARED TO CALL ZARTRA A TRAITOR TO THEIR PEOPLE.

FINALLY, ANTILIA LAY STILL IN DEATH...

FATHER SET INSTRUCTS US THAT WE CANNOT HAVE EVERYTHING IN LIFE, ANTILIA.

WE CANNOT HAVE BOTH LOVE AND POWER. LOVE WEAKENS THE SPIRIT. WE MUST CHOOSE.

I MADE MY CHOICE. AND SOON IT SHALL BE ATRA WHO RULES THIS WORLD IN THE NAME OF THE ALL-POWERFUL SET!

WHILE IN THE PALACE OF **PHRAUG**, **EMPEROR** OF THE **DEVIANTS**...

IT IS **TRUE**, SIRE. EVEN NOW THE **SHIP** HOVERS ABOVE OUR CITY. YOUR **SCIENTISTS** BELIEVE IT IS THE VESSEL OF THE **CELESTIALS**, THE **SPACE GODS**!

INDEED. NO DOUBT OUR LONG MISSING **CREATORS** EXPECT US TO BOW DOWN IN **GRATITUDE** FOR THEIR **RETURN**.

BUT **I** HAVE **ANOTHER** GOD.

SHOOT THEM DOWN!

ENRAGED, KAMUU **SLEW** HIS WIFE'S ASSAILENT--

--BUT SHE **DIED** MOMENTS LATER IN KAMUU'S **ARMS**.

AND THE **PALACE** ITSELF **SHOOK** EVER MORE **STRONGLY**!

AH! YOU MAY **LEAVE**, SLAVE! IT SEEMS THE GREAT **ATRA** HAS COME TO PAY US A **CALL**!

DO NOT **BOTHER** TO SUMMON YOUR **GUARDS**, TYRANT! I HAVE **SEEN** TO IT THEY WILL **NEVER** HEAR **ANY-THING** AGAIN!

TODAY A **NEW AGE** BEGINS FOR HUMAN-ITY **HUMANS** SHALL AGAIN **DOMINATE** THE EARTH!

AND **I** SHALL BE THEIR **KING**! AND THE DEVIANTS WILL BE **MY** SLAVES!

DIE, TYRANT!

WHAT--?! MY POWER HAS **NO** EFFECT ON YOU!

OF COURSE NOT, IDIOT!

FATHER SET WILL **NOT** ALLOW YOU TO **HARM** ME! NOT WHEN WE HAD **YOU** CREATE THE **SERPENT CROWN** SO THAT **I** COULD **WIELD** ITS **POWER**!

NO!!

IT **CAN'T** BE!!

AS HIS **PALACE** BEGAN TO **CRUMBLE**, **KAMUU** REALIZED ALL WAS INDEED **LOST**. HE **CHAINED** HIMSELF TO HIS **THRONE** TO **WAIT** FOR THE INEVITABLE **END**.

ALL I **LIVED** FOR-- THE **GLORY** OF **ATLANTIS**, THE **BEAUTY** OF MY **QUEEN**--

--ALL HAVE BEEN **TAKEN** FROM ME...

...THUS AM I QUITE **DEAD** EVEN NOW...

WITNESS, THEN HOW THE UNGRATEFUL **DEVIANTS** FIRED THEIR MOST POWERFUL **WEAPONS** INEFFETUALLY AT THE **MOTHERSHIP** OF THEIR OWN **CREATORS**...

...WHILE IN THE PALACE OF **LEMURIA'S** EMPEROR, TWO WOULD-BE **RULERS** OF THE ENTIRE WORLD **STRUGGLED** OVER **POSSESSIONS** OF THE **SERPENT CROWN**...

...LIKE TWO UNRULY **CHILDREN** SQUABBLING OVER A **TUG-OF-WAR**...

...AND IN **ATLANTIS** A **HERO** PERISHED, CALLING OUT TO HIS GODS...

...AS HIS OWN PALACE AND KINGDOM **TOPPLED** ABOUT HIM...

...THE **CELESTIALS** WITNESSED IT **ALL**, THIS WORLD **FALLEN** INTO **CHAOS**--

--AND THEY **DELIVERED** THEIR **JUDGMENT!**

A CELESTIAL **WEAPON** UNLEASHED AN **EXPLOSION** SUCH AS HUMANITY HAD **NEVER** SEEN **BEFORE** OR HAS SEEN **SINCE**--

--SO **POWERFUL** THAT IT **ROCKED** THE ENTIRE **PLANET**--

--**PLUNGING** IT INTO THE WORLDWIDE **DISASTER** KNOWN AS THE **GREAT CATACLYSM!**

ALL OF **LEMURIA** AS WELL AS **ATLANTIS** **SANK** BENEATH THE RAGING SEAS!

MOST OF THE DEVIANTS **PERISHED** AMIDST THE **EARTHQUAKES** AND **FLOODS**!

THE DEVIANT **RACE** WOULD **SURVIVE**, BUT THEIR **EMPIRE** WAS **FINISHED**!

THE **ETERNALS**, A RACE OF **SUPERHUMAN** BEINGS CREATED BY THE **CELESTIALS**, WERE **HELPLESS** TO SAVE MOST OF THE **VICTIMS** OF THE GREAT **DELUGE**--

--BUT ONE ETERNAL, **IKARIS**, GUIDED A HUGE **ARK** FILLED WITH **HUMAN BEINGS** AND **ANIMALS** TO **SAFETY**!

WHEN THE **SECOND HOST OF THE CELESTIALS** DEPARTED EARTH, THEY **LEFT** ONE OF THEIR NUMBER **BURIED** BENEATH MOUNTAINS IN A SEEMINGLY **ENDLESS SLEEP** AS **PUNISHMENT** FOR HIS **CRIME** AGAINST **LIFE**!

EXACTLY WHAT THE **DREAMING CELESTIAL'S** CRIME WAS REMAINS A **MYSTERY** TO ALL MEN TO THIS DAY!

AND THE **SECOND HOST** LEFT **SOMETHING ELSE** AS WELL.

THE **SKELETONS** OF **ATRA** AND **PHRAUG**, STILL **CLUTCHING** THE **PRIZE** THEY SO **LUSTED** AFTER, AMIDST THE SUBMERGED **RUINS OF LEMURIA**.

THE POWER OF THE **CELESTIALS** PRESERVED THEIR **REMAINS** TO SERVE AS A **WARNING** TO OTHERS--

-- OF THE PRICE OF **HUBRIS**, THE **SIN** OF OVERWEENING **PRIDE**!

CONTINUED IN PUNISHER ANNUAL #2

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NOW ON SALE TWICE A MONTH!

THE ASSASSIN NATION PLOT™

PART ONE OF SIX

the AMAZING SPIDER-MAN

ENTER THE MAN CALLED

PALADIN™

HAVE GUN - WILL KILL!

McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINE — WRITER
TODD McFARLANE — ARTIST
RICK PARKER — LETTERER
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THE ASSASSIN NATION PLOT PART ONE

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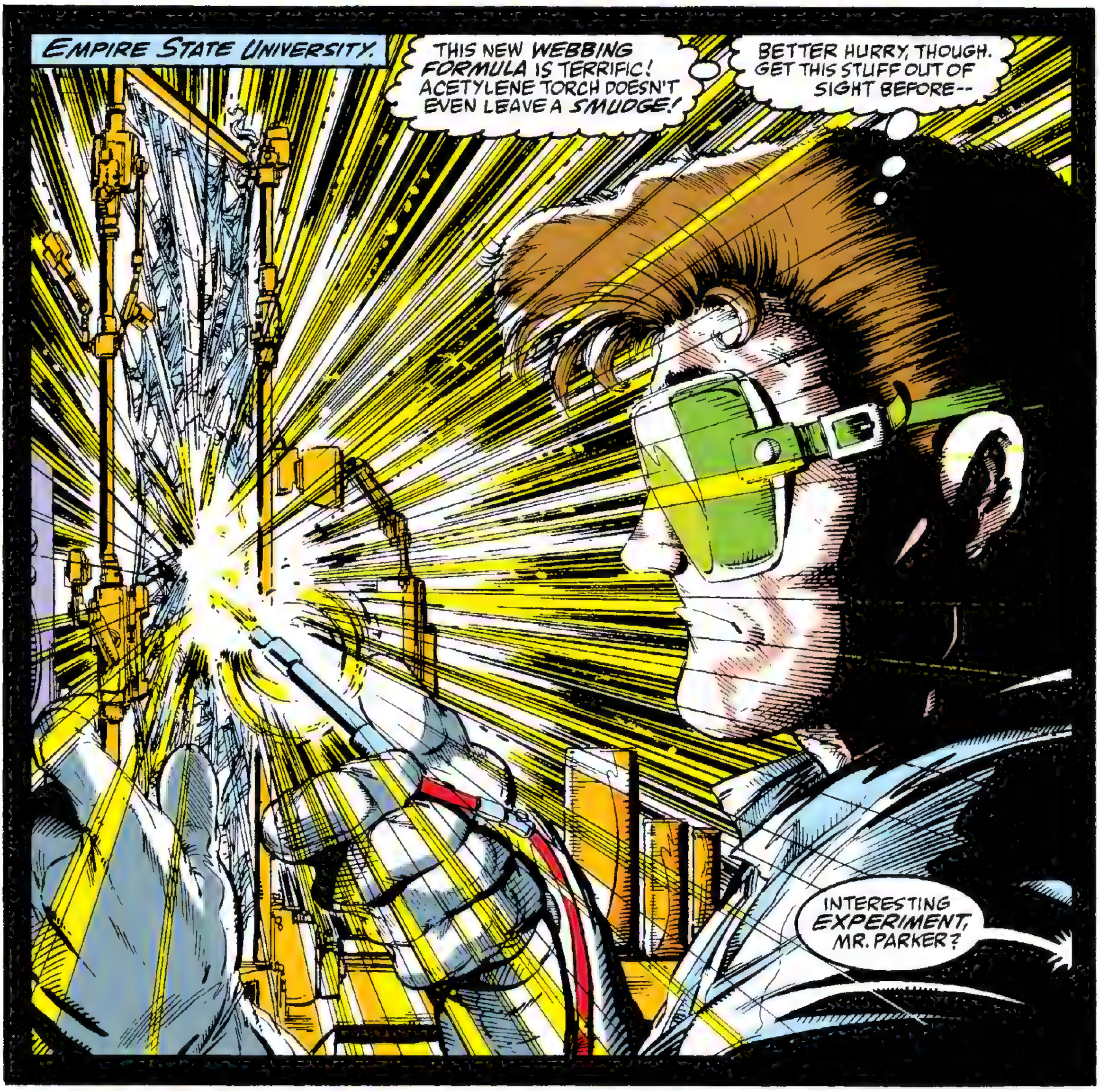


D-DOCTOR SWANN! =Ulp=

HI!

THAT DOESN'T LOOK LIKE THE *NEUTRON OBSERVATION* PROCEDURE YOU WERE SCHEDULED TO CONDUCT, PETER.

ER, N-NO, SIR. ACTUALLY, I WAS TESTING THE TENSILE STRENGTH OF A NEW, UM *SYNTHETIC FIBER!*

I READ ABOUT IT IN *SCIENTIFIC AMERICAN!*

INDEPENDENT RESEARCH IS THE *BACKBONE* OF SCIENTIFIC PROGRESS, SON. BUT AS LONG AS THE UNIVERSITY PAYS YOU TO BE MY PART-TIME *ASSISTANT*--

--I REALLY THINK YOU SHOULD SPEND MORE TIME ON YOUR *ASSIGNED* WORK.

MY SHIFT'S OVER, ANYWAY. BUT I PROMISE I'LL GET ON THAT NEUTRON PROJECT FIRST THING THURSDAY MORNING!

BELIEVE ME, SIR, IT WON'T HAPPEN AGAIN!

FINE.

SEE YOU THEN, MY BOY.

SOON, IN A BASEMENT STORAGE AREA...

FAT LOT OF GOOD MY SPIDER-SENSE DOES WHEN THERE'S NOWHERE I CAN HIDE FROM DOC SWAN!

BUT AT LEAST MY NEW WEBBING'S READY. NOW TO TEST IT IN THE REAL WORLD--

--AS THE AMAZING SPIDER-MAN!

MAYBE I CAN GET SOME PHOTOS TO SELL TO THE DAILY BUGLE WHILE I'M AT IT.

I'LL JUST SNAP THE PLASTIC CARTRIDGE WITH MY NEW WEBBING FORMULA NEXT IN LINE ON MY WRISTBAND--

KLIK

--AND WAIT FOR AN OPPORTUNITY TO SEE IF IT DOES WHAT IT'S SUPPOSED TO DO:

WITH A WIFE OUT OF WORK, AND A GROWING NEED TO FIND A NEW APARTMENT, I COULD SURE USE THE MONEY.-

KEEP ME ALIVE!

WHILE AT MAY PARKER'S BOARDING HOUSE IN FOREST HILLS...

IT'S FOR YOU, MARY JANE. YOU WON'T BE LONG, WILL YOU? I'D LIKE TO KEEP THE LINE OPEN.

I'LL MAKE IT QUICK, MAY.

MUST BE EXPECTING AN IMPORTANT CALL!

HELLO? HARRY OSBORN! HOW ARE YOU?

SWELL, M J! WE'RE MOVING TO THE LOFT ON SATURDAY. CAN YOU AND PETE HELP?

I'LL CHECK, BUT I'M SURE IT'LL BE OKAY!

GREAT! LIZ AND I'LL SEE YOU THERE! 'BYE!

ALL THROUGH?

WHY, UH, YES.

THAT'S FINE, DEAR.

PUZZLED AT AUNT MAY'S STRANGE BEHAVIOR, MARY JANE REPLACES THE RECEIVER...

...WHILE IN LOWER MANHATTAN, HER HUSBAND NOTES SIGNS OF STRANGE BEHAVIOR HIMSELF!

BODIES!

EATWELL CATERERS

AND WHERE THERE'S SMOKE THERE COULD BE ARSON!

GUARDS ARE STILL ALIVE, BUT SLEEPING LIKE REEEEAL UGLY BABIES!

BETTER TAKE A LOOK AROUND. SEE IF I CAN FIND WHO'S BEHIND THIS--

--WELL, I'LL BE!

HOW LOW THE MIGHTY CAN SINK! PALADIN USED TO BE A MERCENARY, A BIG-TIME GUN FOR HIRE!

AND NOW HE'S KNOCKING OVER CATERERS?! I--

HIM!

--EH? HE'S TENSING! AND MY SPIDER-SENSE IS TINGLING! HE KNOWS--

--I'M HERE!

CHAP

CHAP

CHAP

CHAP

CHAP

SPIDER-MAN! SO GOOD TO SEE YOU, OLD FRIEND!

EIGHTY-SIX THE PLEASANTRIES, PALADIN! WHAT'S YOUR GAME?

SORRY! NO TIME TO CHAT! IT SEEMS THE NEXT SHIFT OF GUARDS HAS REPORTED EARLY!

BLAM

FORTUNATELY--

KBLAM

"--THEY AREN'T NEARLY AS AGILE AS YOU!"

CHAP

CHAP

CHAP

T FITZGERALD

OONF

HNGH

CAN'T PLAY LEAP-THUG ALL AFTERNOON! GOT TO END THIS FAST!

MIGHT BE A GOOD TIME TO TRY MY NEW WEBBING!

KLIK

THAT STACK OF CRATES BEHIND THE REMAINING GUARDS MUST WEIGH A TON!

THWIPP

FABULOUS! MY WEBBING TOOK THE STRAIN! DIDN'T EVEN STRETCH!

IT'LL TAKE A WHILE BEFORE THOSE GOONS GET THROUGH THAT BARRICADE IN FRONT OF THEM.

KHRASH!

I HAVE WHAT I CAME FOR, SPIDER-MAN! THANKS FOR COVERING MY EXIT!

HOLD ON, PALADIN! YOU'RE NOT GOING ANYWHE--

-- EEE YURK!

THONK

BLAST! *PINCH VALVES* ON MY WEB-SHOOTERS NORMALLY CUT MY WEBLINES WHEN I RELEASE THE TRIGGERS! BUT THIS WEBBING IS *TOO TOUGH* FOR THEM!

SNAP

HAVE TO USE MY *SPIDER-STRENGTH* TO BREAK IT!

AND THAT GAVE PALADIN TIME TO ESCAPE!

NUTS.

GUESS I SHOULD AT LEAST SNOOP AROUND A LITTLE. MAYBE I CAN FIND WHY PALADIN WAS HERE IN THE *FIRST* PLACE!

THIS END UP

HMM, THESE ARE SOME OF THE PAPERS HE WAS GOING THROUGH. GUEST LISTS FOR A *RECEPTION* BEING HELD AT THE WALDORF-ASTORIA!

I KNOW PALADIN LIKES THE HIGH LIFE--

--BUT ISN'T THIS A LITTLE *EXTREME* JUST TO CRASH A PARTY?

pagne Reception for

FOUNDATION at the

WALDORF ASTORIA

Wednesday, May 24

GUEST L

'COURSE, THOSE "CATERERS" *WERE* AWFULLY FOND OF FIREARMS!

AND THE STUFF IN THOSE CRATES: FREEZE-DRIED *ARTICHOKE HEARTS*? VACUUM PACKED *BEAUJOLAIS*? WHAT ARE THEY CATERING NEXT, A PICNIC FOR *DONALD TRUMP*?

MY BRAIN HURTS, MAYBE I'D BETTER WAIT AND FIGURE THIS OUT WHEN I GET--

"--HOME."

HI, TIGER! GOT A QUESTION FOR YA! >PUFF<

HOWCUM JANE FONDA NEVER *SWEATS*?

ONE AND TWO AND--

NEVER MIND. ≥ whew ≤

WE'RE HELPING THE OSBORNS MOVE SATURDAY. I FIGURE SINCE I HAVEN'T HAD A *MODELING JOB* IN ABOUT A LIFETIME, I'LL BE ABLE TO FIT IT IN.

OKAY WITH YOU?

I GUESS.

LISTEN, M J, I'VE BEEN THINKING:

YOU FEEL LIKE GOING TO A *PARTY*?

HEY, I'M OUT OF WORK, LOVER! I'M NOT *DEAD!*

THERE'S ONE PROBLEM: IT'S TONIGHT, AT THE WALDORF.

AND IT'S *VERY* EXCLUSIVE.

BUT MAYBE, SINCE YOU KNOW PEOPLE IN THOSE CIRCLES...?

I'LL MAKE A CALL.

THERE'LL BE AN INVITATION AT THE DOOR.

YOU'RE INCREDIBLE.

UH-HUH.

ONE PHONE CALL, FOUR HOURS, AND UNCOUNTED SALTY KISSES LATER...

HO-HUM.

ANOTHER EVENING WITH THE DISGUSTINGLY RICH AND FAMOUS. HOW DO YOU STAND IT?

I HAVE GREAT FORTITUDE.

NOW, IF I ONLY HAD SOME CHAMPAGNE...

WHOA! NEXT TIME, ASK FOR MONEY!

PETER, YOU KNOW I HAVE LOTS OF FRIENDS.

BUT ONLY ONE HUSBAND!

AWWWW. HEY! THERE'S THAT GUY I TOLD YOU ABOUT! PALADIN.-

I SAW HIS FACE ONCE AT THE DAZZLER'S PLACE!*

BUT WHO ARE THOSE JOKERS HE'S WATCHING? THE PRUNE WITH THE GLASSES LOOKS FAMILIAR!

*IN MARVEL TEAM-UP #109. --J.S.

UH-OH! THEY'RE LEAVING! SORRY, HON, GOTTA GO TO WORK!

BE CAREFUL?

FEH! THIS IS JUST A *PHOTO OPPORTUNITY.* I'LL TAKE SOME SNAPS, MAKE A FEW BUCKS!

NO PROBLEM.

AND IF I CAN KNOCK *PALADIN* DOWN A COUPLE OF PEGS IN THE PROCESS--

--WE'LL JUST CALL THAT A *BONUS!*

SOON...

THAT'S PALADIN IN THE TWO-SEATER!

GOING AFTER THE LIMO!

THE ONE WITH THE *DIPLOMATIC LICENSE PLATES!*

AND SO THE CHASE BEGINS.

FOLLOWERS FOLLOWING FOLLOWERS.

THROUGH MOONLIT MANHATTAN.

A GAME WITH UNKNOWN RULES.

UNTIL, AT LAST, BROOKLYN.

AN IMPORT CAR DEALERSHIP.

WHERE IN A FLASH OF ELECTRONIC GUNFIRE, PURSUIT ENDS!

CHAP

CHAP

CHAP

COME ALONG, CHAKANE. I WANT TO DELIVER YOU AND GET BACK TO THE WALDORF.

I SPOTTED A REDHEAD THERE I'M DYING TO MEET.

THWIPP

I DON'T SUPPOSE YOU'D CONSIDER GIVING UP WITHOUT A FIGHT, WOULD YOU?

I'LL GIVE YOU A DOLLAR.

SPIDER-MAN, YOU BEGIN TO BORE ME.

HUH? SPIDER-SENSE! GUY'S PULLING A GUN!

HEY! I-I'M THE ONE WHO'S SAVING YOU, REMEMBER?!

BDAM

BDAM

NEXT TIME I'LL WEAR A FUNNY HAT..!

YEESH! AS IF THAT WASN'T ENOUGH, HERE COMES A WHOLE ARMY OF *PARAMILITARY TYPES!*

SPIDEY, WHAT *HAVE* YOU GOTTEN YOURSELF INTO?

ACTIVATE THE T-90'S!

T-90'S?! THOSE THINGS LOOK LIKE--

MINI-TANKS! AGH!

KEVLAR COSTUME'S THE ONLY THING KEEPING ME FROM BEING CUT IN TWO!

TANK'S TRYING TO GET ME ON A BULL'S-EYE! BUT I'M BETTING THE DRIVER CAN'T HIT--

--WHAT HE CAN'T SEE!

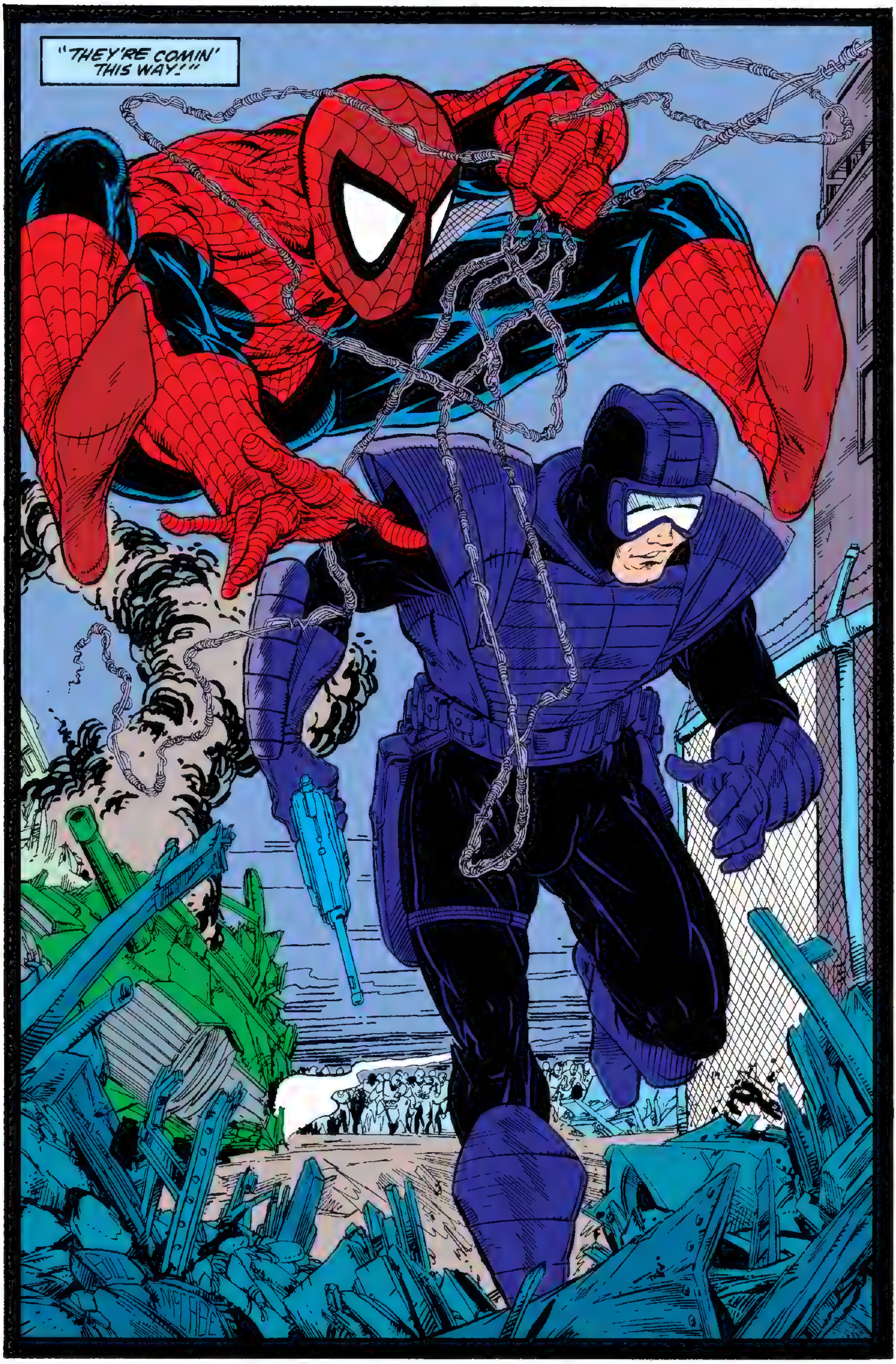
THWIPP

ESPECIALLY WHEN ALL HE SEES--

--IS STARS!

RUNK

UNITS 2 AND 4! CLOSE IN!


"THEY'RE COMIN' THIS WAY!"

A HUNDRED YARDS, VIEW SLIT MAYBE FIVE INCHES HIGH.

CHAP

NO PROBLEM!"

PALADIN'S STUN-BLAST GOT ONE OF THEM! TWO MORE TO GO!

TANK--

THWIPP

--MEET TANK!

SKLAKSH

THAT'S OKAY, PALADIN DON'T BOTHER TO *THANK* ME!

THANK YOU?!?

I SHOULD *SHOOT* YOU!

BECAUSE OF YOUR MEDDLING, DRAKE AND CHAKANE *BOTH* GOT AWAY!

DRAKE?

WHO'S DRAKE?

PALADIN HERE. REQUESTING PICK-UP, AUTHORIZATION CODE SEVEN- ONE - NINE.

FROM THE SOUND OF SIRENS, I'M AFRAID MY CAR IS ABOUT TO BE IMPOUNDED BY THE LOCAL CONSTABULARY!

NOT SO FAST, PALADIN!

UP, FOR STARTERS! I HAVE TO MAKE A REPORT TO MY EMPLOYER--

--ABOUT HOW YOU BLEW THIS DEAL!

JUST WHERE DO YOU THINK YOU'RE GOING?

71

CARE TO COME ALONG?

THIS IS PROBABLY A MISTAKE!

BUT HOW ELSE CAN I FIND OUT--

--HUH? SILVER SABLE?

I'M AS SURPRISED AS YOU, SPIDER-MAN. I THOUGHT I'D HAVE TO REPORT TO SOME LACKEY.

THINGS HAVE CHANGED. I'M TAKING A MORE *PERSONAL* HAND.

YOU FOUND CHAKANE?

WEREN'T YOU STAYING IN *SYMKARIA*, SILVER? SEEING TO SECURITY FOR THE KING'S *JUBILEE* CELEBRATION?

YES, AND HE CONTACTED THE *LIFE FOUNDATION*. BUT BEFORE I COULD DETERMINE WHY, A CERTAIN RED AND BLUE *NOSE* POKED IN WHERE IT SHOULDN'T HAVE!

THAT'S WHY I RECOGNIZED THAT GUY AT THE WALDORF!

DRAKE IS HEAD OF THE LIFE FOUNDATION, CAPITALISTIC SURVIVALISTS WHO WERE SELLING ARMORED CONDO RETREATS IN NORTH JERSEY!*

THAT EXPLAINS THE GOURMET RATIONS AND THE TROOPS--THE FOUNDATION'S COOKING UP ANOTHER SCHEME!

LOOK, JUST WHAT IS GOING *ON* HERE?

*SEE AMAZING SPIDER-MAN #298-299.--J.S.

QUITE SIMPLY, SPIDER-MAN, INTELLIGENCE OPERATIVES AT *SILVER SABLE INTERNATIONAL* HAVE UNCOVERED HINTS OF A *CONSPIRACY* AGAINST MY NATIVE COUNTRY, SYMKARIA. CHAKANE, AN AGENT OF A FOREIGN GOVERNMENT, IS SOMEHOW INVOLVED.

I HIRED PALADIN TO FIND HIM AND GET MORE INFORMATION.

AND WITHOUT THAT INFO, WEBSLINGER, THE CONSPIRACY PROCEEDS! A COLLUSION THAT COULD THREATEN *PEACE* ON A *GLOBAL SCALE!*

I... I HAD NO IDEA! I'M REALLY SORRY! LOOK, MAYBE I CAN MAKE UP FOR IT. LET ME HELP.

FOR *FREE*, I MEAN!

VERY WELL. BUT WE'LL NEED TIME TO ASCERTAIN CHAKANE'S WHEREABOUTS. CONTACT ME AT THE SYMKARIAN EMBASSY.

FOR NOW, WHERE SHOULD WE DROP YOU OFF?

"HOW ABOUT FROM A BRIDGE?" SPIDER-MAN THINKS, MISERABLY. "OH, ANYWHERE IN QUEENS..." IS WHAT HE SAYS.

THE NIGHT PASSES UNEASILY FOR PETER PARKER.

A MORNING SHOWER OFFERS LITTLE COMFORT.

I'LL LET MARY JANE SLEEP. SHE'S STILL POOPED AFTER THAT PARTY.

I'LL JUST QUIETLY CHECK IN WITH THE EMBASSY. MAYBE SABLE HAS--

--HUH?

--DIAGNOSIS HAS BEEN CONFIRMED.

THE HEART DISEASE IS IN QUITE AN ADVANCED STAGE. I'M SORRY, BUT I'M AFRAID SIX MONTHS IS ALL WE CAN HOPE FOR.

OH, MY LORD! AUNT MAY... HAS SIX MONTHS TO LIVE?!

NEXT ISSUE: REVELATIONS!

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THE ASSASSIN NATION PLOT™

PART TWO OF SIX

the AMAZING SPIDER-MAN®

NOW ON SALE TWICE A MONTH!

WITH PALADIN AND SILVER SABLE BY HIS SIDE!!

McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

UNDERWARP!

THIS ISN'T THE FIRST TIME SPIDER-MAN HAS HIT SOMEONE; IT LIKELY WON'T BE THE LAST. BUT WHAT MAKES IT DIFFERENT FROM ALL THE REST IS THAT THIS TIME--

-- IT FEELS GOOD!

DAVID MICHELINIE WRITER • TODD McFARLANE ARTIST • RICK PARKER LETTERER • CHIARELLO, SHAREN WILCOX, WRIGHT COLORS • JIM SALICRUP EDITOR • TOM DeFALCO EDITOR IN CHIEF

EEEEEEEEEEEEEE--

YYAGH!

SPLAKT

GETTING A LITTLE *ROUGH*, AREN'T YOU, WEB-SLINGER?

MIND YOUR OWN BUSINESS, *PALADIN!*

NUTS! PALADIN MAY BE AN ARRO-GANT GUN-FOR-HIRE, BUT THAT TIME HE HIT THE *BULL'S-EYE!* I'M LETTING WHAT I OVER-HEARD ON THE PHONE,* ABOUT AUNT MAY ONLY HAVING *SIX MONTHS TO LIVE*, GET TO ME!

I'D BETTER CHILL OUT, BEFORE SOMEONE GETS KILL-- eh? MY SPIDER--

*LAST ISSUE.--J.S.

--SENSE?

CHAP CHAP

BEST KEEP YOUR MIND ON *THIS PLANET*, SPIDER-MAN! THAT GUNMAN HAD HIS SIGHTS ON YOUR BACK!

I WOULD'VE MOVED!

MORE GUARDS! AN *ARMY* OF THEM!

SILVER SABLE DIDN'T ANTICIPATE SO MUCH RESISTANCE WHEN SHE SENT US HERE! =UNG=

HER INTELLIGENCE NETWORK DID FIND THAT THIS SHIPPING COMPANY IS OWNED BY THE ***LIFE FOUNDATION***, BUT WHO COULD GUESS THEY'D GUARD THEIR SECRETS SO ***ZEALOUSLY?***

IF ONLY I COULD =UNF= BUY US SOME *TIME--!*

YOU WANT TIME?

YOU *GOT* IT!

FLIK

PLAM

THAT SLOWED 'EM DOWN A BIT! YOU GET THE INFO WE NEED FROM THE OFFICE, PALADIN!

I'LL KEEP OUR WELCOMING COMMITTEE ENTERTAINED IF THEY GET PAST THE OVERTURNED FREIGHT CAR!

FILES ARE ON COMPUTER DISCS! NOT MY FORTE! WHICH TO TAKE?

AH!

OOCH

OW

ICK

YIP

-GLPF-

WHEN IN DOUBT, TAKE *EVERYTHING!*

MY, MY, BUY OUR WEBBING AT A *DISCOUNT HOUSE*, DO WE?

MAKE IT MYSELF.

CHEAPER THAT WAY.

WHAT NEXT?

FOR ME, I TURN OUR PRIZE OVER AND COLLECT MY *BONUS!* AS FOR YOU--

--I SUGGEST YOU CALL SILVER AT THE *SYMKARIAN EMBASSY* TOMORROW.

IF YOU CAN BORROW A *QUARTER.*

AMAZING. HE ACTUALLY RISKS HIS LIFE FOR *FREE*! IT TAKES ALL KINDS...!

DISGUSTING. HE ACTUALLY *CHARGES* FOR HELPING PEOPLE! TAKES ALL KINDS, I GUESS...!

HE WASN'T FAR WRONG WITH THAT *QUARTER* CRACK, THOUGH.

I'M EVEN SCRIMPING ON *SUBWAY FARE* THESE DAYS!

"D" TRAIN WILL GET ME TO QUEENS PRETTY FAST.

JUST WISH I DIDN'T HAVE TO SPEND SO MUCH TIME AWAY FROM AUNT MAY IN THE *FIRST* PLACE!

BUT I WAS RESPONSIBLE FOR PALADIN LOSING *CHAKANE*,* A MAN SABLE THINKS IS INVOLVED IN A CONSPIRACY THAT COULD THREATEN *WORLD PEACE*!

SO I PROMISED TO HELP FIND HIM AGAIN--

-- AND TO LEARN WHAT HIS CONNECTION TO THE *LIFE FOUNDATION* IS!

* AGAIN, LAST ISSUE.--J.S.

BUT AUNT MAY'S HEALTH IS WHAT MATTERS MOST! IT MAKES *MARY JANE'S* CAREER SNAGS AND MY FINANCIAL WOES SEEM ALMOST TRIVIAL!

I JUST HOPE THIS *LIFE FOUNDATION* BUSINESS IS CLEARED UP SOON!

HOWEVER, LATER THAT DAY AT LIFE FOUNDATION HEADQUARTERS...

THIS REPORT IS RATHER DISTURBING.

THE CONFRONTATION AT THE TRAIN YARD COULD MEAN THAT OUR CURRENT OPERATION HAS BEEN ***COMPROMISED!***

IT WAS, AFTER ALL, ***SPIDER-MAN*** WHO HELPED DESTROY THE ***SURVIVAL CONDOS*** WE WERE MARKETING SOME TIME AGO. *

*ISSUE #***299*** THIS TIME.--J.S.

MAYBE WE SHOULD CUT OUR LOSSES AND ABORT THE PROJECT, ***MR. DRAKE.***

I THINK NOT. NOT IF WE CAN MANIPULATE CURRENT CIRCUMSTANCES INTO WORKING ***FOR*** US.

METHODS THAT MIGHT BENEFIT FROM A BIT OF ***FIELD TESTING.***

OUR RESEARCH DEPARTMENT HAS COME UP WITH SOME NEW METHODS FOR ***DEFENSE*** AGAINST HOSTILE FACTIONS.

MR. PULLMAN, PLEASE CONTACT THE NEW INSTALLATION.

TELL THEM TO SEE THAT ***THE PROTECTORS*** ARE MADE READY!

QUEENS...

WE HAVE TO RESPECT MAY'S WISHES, PETER.

SHE'LL TELL US WHEN SHE'S READY.

I KNOW, BUT I JUST CAN'T STOP *THINKING* ABOUT HER! IT'S EVEN STARTING TO AFFECT MY WORK AS *SPIDER-MAN!*

AUNT MAY IS MY ANCHOR. BESIDES YOU, SHE'S THE ONLY *FAMILY* I'VE GOT!

I WANT TO HELP HER, TO *COMFORT* HER.

MY, AREN'T YOU YOUNGSTERS *INDUSTRIOUS!*

AUNT MAY!

I'M SORRY, MJ. SHE *NEEDS* ME!

AUNT MAY, WE KNOW ABOUT YOUR... HEART PROBLEM.

PETER!

MY *WHAT?*

AND, AFTER THE STORY IS TOLD...

I SHOULD BE ANGRY AT YOUR EAVESDROPPING, EVEN IF IT *WAS* UNINTENTIONAL. BUT YOUR CONCERN IS SO TOUCHING.

ALTHOUGH, IT TURNS OUT, SOMEWHAT *MISPLACED.*

YOU SEE, IT ISN'T *MY* HEART THAT'S DISEASED.

IT'S NATHAN'S.

NATHAN LUBENSKY?!

NATHAN AND I ARE VERY CLOSE-- WE'RE EVEN CONSIDERING BECOMING *ENGAGED* AGAIN-- AND THE DOCTOR WAS TOLD TO GIVE ANY DIAGNOSES TO ME IF NATHAN WASN'T AVAILABLE.

I WANT YOU CHILDREN TO KNOW YOU *ALWAYS* HAVE A HOME HERE. BUT I'D ALSO LIKE TO MAKE NATHAN'S LAST DAYS AS PEACEFUL AS POSSIBLE. SO...

...I'M CONSIDERING *PHASING-OUT* MY BOARDING OPERATIONS.

I HOPE YOU UNDERSTAND.

OF COURSE WE DO.

I FEEL GUILTY. I'M SORRY FOR NATHAN... BUT I'M *SO* GLAD IT'S NOT AUNT MAY!

THAT EVENING.

IT'S STRANGE. I RESISTED MOVING BACK WITH AUNT MAY. AND NOW I'M SAD ABOUT LEAVING.

WE'LL HAVE TO LOWER OUR STANDARDS TO FIND A PLACE QUICKLY, BUT I'M GETTING USED TO THAT.

I'M EVEN GOING TO A "CATTLE CALL" NEXT WEEK, TRYING OUT FOR A SMALL PART IN A *SOAP OPERA.*

I HAD SOME DRAMA LESSONS IN SCHOOL, AND SINCE THIS WORLD-CLASS MODEL CAN'T GET ANY *MODELING* WORK--

--I GUESS A JOB'S A JOB!

BUT SPEAKING OF NEW DIGS, WE'RE SUPPOSED TO HELP *HARRY AND LIZ OSBORN* MOVE INTO THEIR NEW LOFT TOMORROW, REMEMBER?

UH-HUH.

=SIGH= AT LEAST *SOMEONE'S* GOT A PLACE TO BE!

SPECIFICALLY, A FOUR-STORY LOFT BUILDING IN SOHO--SOUTH OF HOUSTON STREET--IN LOWER MANHATTAN. WHERE, THE NEXT DAY...

HAVE COURAGE, FOLKS. I PICKED THE SECOND FLOOR JUST SO WE WOULDN'T HAVE TO CARRY STUFF UP TOO MANY STAIRS!

LINIMENT READY? THEN--

U-HAU

..LET'S GET TO IT!

THE NEXT HOURS ARE NOT FUN. BUT AT LAST, THEY ARE OVER...

THANKS, GUYS! WE COULDN'T HAVE DONE IT WITHOUT YOU!

WHEW! I'M POOPED!

WELL, I WOULD BE IF NOT FOR MY SPIDER-POWERS!

JUST REMEMBER, HARRY, YOU PROMISED TO HELP US WHEN WE MOVE!

HEY, THAT GIVES ME A GREAT IDEA!

WHY DON'T YOU MOVE HERE? THE UPPER LEVELS ARE VACANT, AND YOU COULD TAKE THE TOP LOFT!

AFTER HEMMING AND HAWING--AND WORRYING ABOUT HOW TO COME AND GO AS **SPIDER-MAN**--PETER AGREES TO HAVE A LOOK.

HEY, THERE'S A **SKYLIGHT** IN THE **BATHROOM!** FABULOUS!

PETER, YOU'RE WEIRD.

THERE'S ACRES OF ROOM, HON. AND THE LOCATION'S TERRIFIC!

OKAY, SOLD. BUT WE **INSIST** ON PAYING THE SAME RENT YOU'D CHARGE ANYONE ELSE.

SURE! LESS THE **25% FRIENDSHIP DEDUCTION**, OF COURSE!

LET'S GO DOWNSTAIRS AND CELEBRATE, **NEIGHBORS!**

AND...

TOO BAD PETER HAD TO GO MAKE A PHONE CALL. HE'LL MISS "**SECRET HOSPITAL**"! YOU EVER WATCH IT, MJ?

WATCH IT? IF THINGS GO WELL, I'M GOING TO BE **ON** IT!

WHILE OUTSIDE...

SABLE? THIS IS SPIDER-MAN.

WHAT'S UP?

LOTS. MEET US AT THE **34** TH STREET HELIPAD.

WE'RE TAKING A CHOPPER TO NEW JERSEY, WHERE WE CAN SWITCH TO MORE--

"--SUITABLE TRANSPORTATION!"

NICE GLIDER.

CAN WE GO HOME NOW?

AS I *ATTEMPTED* TO EXPLAIN BEFORE, SPIDER-MAN, THOSE SHIPPING COMPANY RECORDS INDICATE THAT THE LIFE FOUNDATION HAS RENEWED OPERATIONS IN NORTH JERSEY.

FOLLOW-UP RECONNAISSANCE BY MY *WILD PACK* DISCOVERED AN ARMORED ENTRANCE IN A RIVERFRONT HILLSIDE--

-- ALONG WITH A *LESS* WELL-GUARDED *VENTILATION* SYSTEM INLAND.

THIS GLIDER IS PROGRAMMED TO SWOOP LOW AND CRASH INTO THE RIVER, PROVIDING A *DISTRACTION* FOR OUR ASSAULT.

THE PLANE'S GOING TO *CRASH*? B-BUT WHAT ABOUT *US*?!

:SHEESH!: NOT ONLY IS THAT LADY *PUSHY*--

WE'LL BE ON THE *GROUND*!

--SHE'S CERTIFIABLY NUTS!

OOO...

SPLISH

WHAT THE--

THWIPP

WHUB

AFTER YOU, M'LADY!

FORM ON ME!

SINGLE FILE!

NOW!

SKRANK

ANYONE EVER TELL YOU YOU'D MAKE A GREAT *DRILL SERGEANT?*

QUIET! THERE'S A GRATE AHEAD! MAYBE WE CAN SEE--

--GOOD LORD!

SHOPS, RESTAURANTS, EVEN A THEATER! ALL IN VARIOUS STAGES OF CONSTRUCTION!

LET'S GET DOWN THERE!

LAST TIME THEY WERE BUILDING *ESCAPE CONDOS* FOR UPSCALE *SURVIVALISTS.*! BUT WHAT'S THIS?

A *MALL* FOR *MOLES?*

IT'S MUCH MORE THAN *THAT,* SPIDER-MAN!

YOUR PREVIOUS INTERFERENCE COST US CUSTOMERS, SO WE'RE NOW TARGETING AN UNTAPPED MARKET: *YUPPIES.*! THAT'S WHY WE DESIGNED THESE NEW ACCOMMODATIONS AS WE DID:

TO INDUCE YOUNG MODERNS TO SPEND CONSIDERABLE SUMS TO REMAIN SAFE--AND *COMFORTABLE*-- WHEN HUMAN ROT FINALLY CAUSES SOCIETY TO COLLAPSE!

NATURALLY, SUCH AN INVESTMENT MUST INCLUDE DEFENSE FROM THE "HAVE NOTS" WHO DIDN'T PREPARE. HENCE THESE *PROTECTOR* PROTOTYPES.

WE PAID *MERCENARIES* TO UNDERGO SURGERY THAT WOULD MAKE THEM INCREDIBLY STRONG. BUT SEEING THE DANGER OF HAVING OUR OWN DEFENDERS TURN *AGAINST* US--

--WE CHOSE NOT TO MENTION THAT THE OPERATION WOULD ALSO MAKE THEM TOTALLY *SUBSERVIANT.* NOW, THEY CHEERFULLY FOLLOW ORDERS. FOR EXAMPLE--

--KILL!

SMASH

HEADS UP, UGLY!

THWIPP

≥ULP≤ P- PULLED THE WEBBING OFF--ALONG WITH PART OF HIS *FACE!*

I THINK HE'S MAD...!

STUN BLAST'S HAVING NO EFFECT! BUT I CAN'T RUN AWAY WITH *SILVER* HERE!

DRAT! THERE ARE TIMES WHEN HAVING AN EGO--

CHAP CHAP

"--HURTS!"

KLEEEE

DRAKE MUST'VE GUESSED WE WERE COMING! EVACUATED HIS WORKERS FROM THE COMPOUND!

TOO BAD.

KRUB RUMBLE

I MISS THE APPLAUSE!

GO ON, "MOOKIE"! GIVE IT YOUR BEST THROW!

YOU'LL *NEVER* BE ABLE TO HIT ME! NOT IN A MILLION--

THRAK

--WEBLINES?

OOOO, WH-WHERE-- CONTROL ROOM? SWITCHES LABELED "TEMPERATURE," "DEW POINT"--! THOSE GUYS MUST BE ABLE TO REGULATE THE *WEATHER* IN HERE!

NO TIME TO FIGURE IT OUT! GOTTA PUSH BUTTONS AND HOPE I DO SOMETHING RIGHT!

SPEEKUNCH

WRONG! I CREATED A *BLIZZARD!*

GUESS I WON'T HAVE TO WORRY ABOUT BEING MASHED BY THOSE *PROTECTORS* ANY-MORE!

I'LL *FREEZE* TO DEATH BEFORE THEY CAN *FIND* ME!

WHILE IN A CENTRALLY-SITUATED COMMAND BUNKER...

OBSERVE, MR. CHAKANE, HOW MY PROTOTYPES IGNORE THE *PAIN*. THEY WERE CONSTRUCTED TO WITHSTAND AN ENORMOUS AMOUNT OF DAMAGE.

MUCH MORE THAN OUR THREE INTRUDERS COULD POSSIBLY--

--HMM, THAT'S ODD. I DON'T SEE THE *WOMAN* ANYWHERE.

SPRESH

AGH!

KBRAK

SH-SHE SHOT ME?

SHE ACTUALLY *SHOT* ME?!

AND NOW, CHAKANE...

...FOR *YOU!*

I WAS WRONG.

ONE OF THEM *DID* FIND ME!

BETTER LEAP WHEN HE LUNGES! IF HE'S AS DUMB AS HE LOOKS--

--HE'LL JAM HIS PAW RIGHT INTO THE--

--FUSE BOX!

WHEW! DUMB *AND* TOUGH! ELECTRICITY ISN'T FRYING HIM, IT'S JUST KEEPING HIM *OCCUPIED!*

OOOOOOOO! TH-TH-THAT T-T-T-T- TINGLES!

OVERLOAD WILL PROBABLY STOP THE STORM SOON!

BUT FOR NOW, VISIBILITY IS AWFUL! I'LL HAVE TO DEPEND ON MY--

-- SPIDER-SENSE! SOMEONE COMING THIS WAY! BUT TOO *SMALL* TO BE A PROTECTOR!

PALADIN! *DON'T SHOOT!* IT'S SPIDER-MAN!

I WAS ALREADY HOLSTERING MY GUN, WEBSLINGER. MY GOGGLES CONVERT TO *NIGHT VISION* -- WORKS PRETTY WELL IN *SNOW*, TOO!

CARE TO *TEAM UP* AGAINST OUR LAST ADVERSARY?

THUS...

AH CAIN'T SEE 'EM.

BUT AH KIN *SMELL* 'EM.'

THEY'RE REEEEEEAL CLOSE!

WOMP

WAP

WAK

KRUNCH

SHALL WE CHERCHEZ LA FEMME? I'M RATHER GOOD AT THAT.

I'LL BET.

AND, SOON...

WE'VE GOTTEN ALL WE WILL FROM THIS ONE.

DRUGS? YOU DIDN'T SAY ANYTHING ABOUT USING *DRUGS!*

I DID WHAT WAS NECESSARY! IF YOU OBJECT TO MY METHODS, I SUGGEST WE DISCUSS IT LATER!

DRAKE'S CRONIES COULD HAVE MORE "*PROTECTION*"!

SABLE LEAVES. AS HE FOLLOWS, SPIDER-MAN'S FISTED HANDS TREMBLE AT HIS SIDES...

I'LL CONTACT AUTHORITIES WHEN WE REACH THE EMBASSY--THOUGH I DOUBT THERE'LL BE ANYTHING LEFT TO INCRIMINATE THE *LIFE FOUNDATION* BY THE TIME THEY ARRIVE.

CHAKANE WAS WELL-TRAINED. EVEN WITH CHEMICAL INCENTIVES, HE DIDN'T BREAK COMPLETELY.

BUT I DID LEARN THAT HE WAS ARRANGING FOR ACCOMMODATIONS AT THE FOUNDATION'S FACILITIES, FOR SOMEONE TO BE FLOWN IN FROM SYMKARIA AND HIDDEN AWAY AFTER THE KING'S *SILVER JUBILEE* CELEBRATION.

I COULDN'T PULL OUT THE "VISITOR'S" IDENTITY, BUT I *WAS* ABLE TO LEARN HIS OCCUPATION:

ASSASSIN!

YOU THINK *SOMEONE* WANTS TO KILL THE KING, THEN HIDE OUT IN *AMERICA*?

THERE'S A GOOD CHANCE OF IT.

AND SINCE MY COMPANY, *SILVER SABLE INTERNATIONAL*, IS IN CHARGE OF ROYAL SECURITY, I'LL HAVE TO RETURN TO SYMKARIA AT ONCE.

AND I MAY NEED HELP.

PALADIN?

SORRY, SILVER. GOT ANOTHER CONTRACT.

AND A DATE WITH A *BLONDE.*

SPIDER-MAN?

ARE YOU KIDDING? LADY, I DON'T LIKE *YOU*, I DON'T LIKE YOUR *MORALS*, I DON'T LIKE--

I'LL PAY A THOUSAND DOLLARS A DAY.

A *THOU--?!* ...ahem... WELL, UH, M-MAYBE I COULD SPARE A LONG *WEEKEND...!*

AS THE SLEEK 'COPTER NEARS MANHATTAN, SPIDER-MAN THINKS, "MY WIFE'S OUT OF WORK, MOVING IS GOING TO BE EXPENSIVE...AND BESIDES, IF I GO ALONG, MAYBE I CAN TEMPER SILVER'S METHODS! YEAH! WHILE SHE'S KEEPING THE **KING** FROM GETTING HURT, MAYBE I CAN KEEP **HER** FROM HURTING ANYONE **ELSE!**"

HE RELAXES. AND IF YOU WERE TO ACCUSE HIM OF **RATIONALIZING**, WHY, HE'D JUST LAUGH.

NERVOUSLY...

NEXT ISSUE: TO SYMKARIA! AND..... A DEATH IN THE ROYAL FAMILY!

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THE ASSASSIN NATION PLOT™

PART THREE OF SIX

the AMAZING SPIDER-MAN®

M'FARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE (WRITER), TODD McFARLANE (ARTIST), RICK PARKER (LETTERER), DON T. ASKE (COLORIST), JIM SALICRUP (EDITOR), AND TOM DeFALCO (EDITOR IN CHIEF) WOULD LIKE TO JOIN SILVER SABLE AND HER WILD PACK IN WELCOMING THE AMAZING SPIDER-MAN TO SYMKARIA! UNFORTUNATELY...

KRASH

...IT LOOKS LIKE THE BAD GUYS BEAT US TO IT!

CEREMONY

GOONS WITH GUNS?

HOSTILITY SO THICK YOU COULD *CHEW* IT?

WHEN DID I GET BACK TO *NEW YORK*?!

ANIMALS LIKE THESE ARE ALIKE THE WORLD OVER, SPIDER-MAN!

AND SO IS THE NECESSITY--

--OF *DEALING* WITH THEM!

?!

CHOOF

YEAH, I GUESS YOU'RE RIGHT.

CHOK

THWIPP

MAYBE I'M JUST GETTING *HOMESICK!*

OONF

URNK

YEEP!

DON'T WORRY, IF THESE ARE THE MEN WE'RE LOOKING FOR, YOU'LL BE RID OF US SOON ENOUGH.

NOW, SILVER, HOW CAN YOU SAY THAT WHEN YOU KNOW YOU'RE ONE OF MY FAVORITE PEOPLE? YOU'D BE MY *TOP* FAVORITE--

--EXCEPT I'VE STILL GOT THIS CRAZY THING ABOUT *HITLER!*

BLAST!

THESE ARE PLANS TO ROB A GOVERNMENT PAYROLL! THOSE MEN ARE NOTHING BUT *THIEVES!*

WE'VE BEEN CHASING WILD GEESE!

AGAIN!

AREA SECURED. SEND THE LIMO UP.

MY MEN WILL TURN THESE CRIMINALS OVER TO THE AUTHORITIES. YOU'LL ACCOMPANY ME BACK TO THE CASTLE.

JUST ONCE, I WISH SHE'D *ASK* ME TO DO SOMETHING INSTEAD OF *TELLING* ME!

AND, AS THE GLITTERING SILVER SEDAN WENDS ITS WAY THROUGH PICTURESQUE SYMKARIAN COUNTRYSIDE...

THAT'S THE THIRD RAID IN THE LAST TWO DAYS, ALL OF WHICH PROVED POINTLESS!

A WASTE OF TIME AND EFFORT, ESPECIALLY WHEN THE RESOURCES OF *SILVER SABLE INTERNATIONAL* COULD BE MORE PROFITABLY EMPLOYED ELSEWHERE!

"PROFITABLY?!" SYMKARIA'S *KING* MIGHT BE MURDERED, AND YOU'RE WORRIED ABOUT *CASH FLOW?*

INTERESTING CRITICISM, COMING FROM A MAN WHOSE *ONLY* REASON FOR BEING HERE IS *MONEY!* OR NEED I REMIND YOU--

--THAT MY COMPANY WAS HIRED TO PROVIDE SECURITY FOR THE *ROYAL JUBILEE*, A CELEBRATION OF 500 YEARS OF THE SAME RULING BLOODLINE.

AND THAT, FOLLOWING CLUES OF A *CONSPIRACY* AGAINST THE CROWN, WE TRACED A MAN NAMED *CHAKANE* TO AMERICA, WHERE HE ATTEMPTED TO SECURE A HIDEOUT FOR A WOULD-BE *ASSASSIN!*

A PLAN WE FOILED *DESPITE* YOUR HELPING CHAKANE TO INITIALLY *ESCAPE!*

HEY, I SAID I WAS SORRY! AND AREN'T I HERE NOW, TRYING TO MAKE UP FOR IT?

YES, I'M SURE THE *$1,000 A DAY* WE'RE PAYING YOU HAD NOTHING WHATSOEVER TO DO WITH YOUR DECISION!

SKY 1

HOW CAN I TELL HER I'VE GOT A *WIFE* OUT OF WORK? AND A NEW *APARTMENT* TO PAY FOR?

LOOK, I MAY BE A *MERCENARY*, BUT I'M *YOUR* MERCENARY!

HOW COMFORTING.

AHHHH, NUTS.

BUT EVENTUALLY, AT A CASTLE THAT WOULD FEEL AT HOME IN MOST ANY FAIRY TALE YOU COULD NAME...

WOW.

THIS IS GREAT! ALL THOSE PERIOD COSTUMES! AUTHENTIC MEDIEVAL GAMING BOOTHS!

WHEN YOU SYMKARIANS CELEBRATE, YOU DO IT RIGHT!

TOMORROW'S FESTIVITIES HAVE A ***DOUBLE*** MEANING: NOT ONLY DO THEY COMMEMORATE THE ANNIVERSARY OF THE ROYAL BLOODLINE--

--THEY ALSO HONOR ***KING STEFAN'S*** RECENT ENGAGEMENT, WHICH PROMISES THE POSSIBILITY OF AN HEIR--

--AND A ***CONTINUATION*** OF THAT BLOODLINE. THERE. THE KING ADDRESSES THE PRESS EVEN NOW.

-- WHICH, AS I'M SURE YOU'LL ALL AGREE, WOULD BE A ROYAL PAIN!

HAHAHAHA

STEFAN IS A DEFT PUBLIC SPEAKER.

AND HIS FIANCÉE ISN'T EXACTLY TOUGH ON THE EYES!

THEY ARE BOTH MUCH BELOVED. TO LOSE THEM WOULD BE A NATIONAL TRAGEDY.

MS. SABLE?

I WAS SORRY TO HEAR THAT YOUR RECENT RAID WAS UNSUCCESSFUL. HOWEVER, MY INTELLIGENCE SOURCES HAVE FOUND ANOTHER--

I MEAN NO OFFENSE, PRIME MINISTER LIMKA, BUT YOUR "INTELLIGENCE SOURCES" HAVE THUS FAR PROVEN LESS THAN RELIABLE. SO FOR THE DURATION OF THE JUBILEE --

-- I AND MY STAFF WILL REMAIN WITH THE KING.

WELL, IF YOU THINK THAT BEST...!

WE'VE A FEW HOURS BEFORE THE *JUBILEE GALA* THIS EVENING, SPIDER-MAN. CARE TO JOIN ME IN THE GYM FOR A LITTLE SPARRING PRACTICE?

NORMALLY, SILVER, THERE'S NOTHING I'D LIKE BETTER THAN TO GO A FEW ROUNDS WITH YOU--

--BUT I'VE REALLY BEEN LOOKING FORWARD TO A LITTLE *SIGHTSEEING* IN THE NEARBY VILLAGE.

THEN YOU'D BEST TAKE THIS I.D. BADGE TO GET PAST OUR ELECTRONIC SECURITY. I'LL PUT MY LIMO AT YOUR DISPOSAL.

THANKS--

--BUT I THINK I CAN SWING MY *OWN* TRANSPORTATION!

THWIP

THIS MAKES THINGS TRICKIER, BUT NOT IMPOSSIB--

PROBLEMS, MR. PRIME MINISTER?

M-M-MAJOR WEIL?

DON'T YOU *ULTIMATUM* SOLDIERS EVER USE *DOORS?*

WE USE WHATEVER IS NECESSARY, INCLUDING *SECRET PASSAGES* OF WHICH EVEN YOUR KING IS UNAWARE. THE PLAN GOES WELL?

I'M AFRAID MS. SABLE WON'T FOLLOW ANY MORE *FALSE LEADS.* BUT I STILL THINK TOMORROW'S *AIR SHOW* WILL PROVE QUITE A SUCCESS.

EXCELLENT. THEN WE SHALL *BOTH* HAVE WHAT WE WANT!

WITH THE DESTRUCTION OF SYMKARIA'S SYMBOLIC LEADER, ULTIMATUM'S GOAL OF DISSOLVING *NATIONAL IDENTITIES* DRAWS CLOSER. WHILE YOU, HERR LIMKA, WILL GET THE *POWER* YOU CRAVE!

I ALREADY *HAVE* POWER!

WHAT I WANT IS *RECOGNITION!* SOMETHING LONG DENIED ME BY THE POPULARITY OF THE PEOPLE'S PET, *KING STEFAN!* BUT SHOULD HE DIE BEFORE PRODUCING AN *OFFSPRING*--

--THERE WILL BE NO *SUCCESSOR!* I'LL STAND A GOOD CHANCE OF *ABOLISHING* THE MONARCHY FOR GOOD, AND OF TURNING SYMKARIA TOWARDS A TRUE DEMOCRACY-- WITH *MYSELF* AT ITS HEAD, OF COURSE!

TO TOMORROW!

TLINK

AND BEYOND...!

BUT TOMORROW, AS THE SONG GOES, IS A DAY AWAY...

COULDN'T VERY WELL CALL FROM THE *CASTLE*. I MEAN--

--HOW COULD I EXPLAIN A LONG DISTANCE CHARGE FROM *SPIDER-MAN* TO PETER PARKER'S--

--*AUNT MAY!* HI!

WHY, PETER! HOW IS YOUR *PHOTO ASSIGNMENT* FOR *THE DAILY BUGLE* GOING?

ER, FINE! LISTEN, MY THREE MINUTES ARE RUNNING OUT FAST-- CAN I TALK TO *MARY JANE* FOR A SEC?

I'M SORRY, DEAR, SHE ALREADY LEFT FOR THAT *SOAP OPERA* AUDITION.

OH, WELL, UM, GIVE HER MY LOVE-- AND KEEP A BUNCH OF IT FOR YOURSELF, OKAY? I'LL CALL AGAIN SOON.

'BYE!

MAMA! LOOK! A *CLOWN!*

SHEESH! FOR THIS I HAD TO CROSS AN *OCEAN*?!

HOWEVER, ON THE *OTHER* SIDE OF THAT BODY OF WATER...

DIDN'T THINK I'D GET SO *NERVOUS!*

BUT AFTER ALL THOSE YEARS AS A TOP MODEL, IT'S ROUGH HAVING TO *PROVE MYSELF* AGAIN! THE ROLL OF "*SYBIL*" IS A SMALL ONE-- JUST A WHINY, ARROGANT WITCH-- BUT IT'S A STEADY PAYCHECK WITH GOOD EXPOSURE!

GUESS THAT'S WHY ABOUT A MILLION *OTHER* WOULD-BE'S ARE HERE! HOW CAN I MAKE MYSELF *STAND OUT?*

MARY JANE WATSON-PARKER?

THINK FAST, MJ!

WOULD YOU LIKE TO READ FOR US NOW?

... *NO!* DO YOU THINK I'M SOME *COW*, TO BE KEPT WAITING WITH THE REST OF THE *HERD?*

I JUST HOPE YOU APPRECIATE THE PRIVILEGE YOU *ALMOST* HAD OF WORKING WITH ME!

I KNOW. BUT IT'S *EXACTLY* HOW *SYBIL* WOULD ACT!

TOOK A HECK OF A CHANCE! THEY'LL EITHER LOVE ME, OR STICK PINS IN MY PUBLICITY STILLS!

I'M SHAKING LIKE A LEAF!

NEED TO FIND A *PARTY...!*

AS A MATTER OF FACT...

YOUNG WOMAN, THAT'S NO WAY FOR AN *UNKNOWN* TO ACT!

MY PHONE NUMBER IS ON MY RESUMÉ.

AH, THAT'S EASY-- JUST CHECK OUT THE ROYAL PALACE IN SYMKARIA.

WHERE THE JUBILEE GALA IS UNDERWAY.

A FÊTE THAT SPIDER-MAN WOULD FERVENTLY LIKE TO CHECK OUT OF!

I FEEL SILLY!

I'M NOT USED TO BEING SOMEWHERE JUST AS SPIDER-MAN, WITHOUT MY PETER PARKER IDENTITY TO ESCAPE INTO!

I HAVE TO SLEEP IN MY COSTUME, EAT IN MY COSTUME! AND AS FOR THIS BLASTED MONKEY SUIT--!

HUH. LOOKS LIKE SOMEONE ELSE NEEDS A LITTLE SPACE, TOO!

TAKING A BREAK, SILVER?

CHECKING PERIMETER SECURITY.

GEEZ, AREN'T YOU EVER OFF DUTY?

THERE'S TOO MUCH AT STAKE TO RELAX. KING STEFAN IS VITAL TO THE SYMKARIAN PEOPLE. IF HE WERE TO BE KILLED, THEIR *SPIRIT* COULD BE BROKEN. SYMKARIA COULD SINK INTO A NEW DARK AGE.

WELL, WELL. THERE *IS* MORE TO YOU THAN YOUR ICY BUSINESSWOMAN FACADE!

THERE ARE LEVELS TO MY PERSONALITY YOU CAN'T EVEN *GUESS.*

BUT YOU: HOW DO *YOU* FEEL ABOUT *YOUR* COUNTRY?

WOULD YOU *DIE* FOR IT?

I... I DON'T KNOW. I DON'T GUESS I'VE EVERY REALLY *THOUGHT* ABOUT IT!

PERHAPS YOU SHOULD. MEANWHILE, GET SOME SLEEP.

YOU'LL NEED TO BE FRESH TOMORROW MORNING, TO PROTECT *MY* COUNTRY!

*BUT AS SPIDER-MAN TAKES THE **DIRECT** ROUTE TO HIS UPPER-FLOOR ROOM --*

-- HIS MIND SWIRLS WITH TROUBLED THOUGHTS, WITH UNFAMILIAR CONSIDERATIONS.

*AND HE KNOWS THAT SLEEP WILL NOT BE **EASILY** FOUND.*

BUT MORNING, ADHERING TO ITS OWN SELFISH ROUTINE, ARRIVES RIGHT ON SCHEDULE.

CASTLE GATES ARE OPENED TO THE PUBLIC; THE ROYAL JUBILEE BEGINS.

AND ALL THE WHILE, COSTUMED WARRIORS STAND GUARD.

WATCHING FROM EVERY ANGLE. EVEN, SEEMINGLY--

--FROM ABOVE.

AND NOW, MEMBERS OF THE ELITE **ROYAL AIR FORCE PARATROOPS** WILL PERFORM AERIAL STUNTS FOR YOUR AMAZEMENT.!

WHAT'S SO SPECIAL ABOUT THAT? THEY'RE JUST DROPPING STRAIGHT DOWN TOWARDS-- WAIT! MY SPIDER-SENSE!

WARNING OF *DANGER!* OOO

"OH, LORD! THEY'RE OPENING FIRE ON THE CROWD!"

TAKATAK

TAKATAKA

VIVIAN! GET BEHIND ME!

PROTECT THE KING!

BLAM

KRAKOW

EEEEEEEEE!

QUICK! INTO THE CASTLE! THE MILITARY'S STAGING A COUP!

NO! THOSE AREN'T SYMKARIAN SOLDIERS!

I RECOGNIZE THE UNIFORMS! THEY'RE TERRORISTS FROM AN ORGANIZATION CALLED ULTIMATUM!

AT LEAST NOW WE KNOW WHAT WE'RE UP AGAINST!

AND *THEY'RE* UP AGAINST THE FIGHT OF THEIR *LIVES!*

SHLAK

THAT THEY ARE!

CHRUNCH

THRUD

HOWEVER, NEARBY...

WHAT A SIMPLE, *BRILLIANT* PLAN! SABLE'S ASSUMING THAT *ULTIMATUM* ARE THE MURDERERS! WHEN IN REALITY, THEY'RE MERELY THE *DISTRACTION!*

I AM THE ONE CHOSEN TO PULL THE *TRIGGER!* A TASK I SHALL ENJOY TO THE FULLEST-- *Eh?*

SOMEONE *BEHIND* ME--?

RRRR

VIVIAN! LOOK OUT--!

NO, STEFAN! I WON'T LET YOU--

CHP

CHP

-- DIEEEE!

BLAM

BLAM

THEIR EYES SEE.

THEIR HEARTS SINK.

THEIR SOULS RAGE!

KRAK KRAK KRAK KRAK

SPISH

THRAMB

FROKK

BROP

CRUD

ONE LEFT.

NOT FIGHTING BACK

HIS PROBLEM!

WUMP

TAKE IT EASY, SABLE!

SABLE!

KRAK KRAK KRAK

IT'S OVER,

NO. IT HAS **ENDED**. FOR SOME, IT WILL **NEVER** BE "OVER"!..

SHE'S DEAD.

SOMEONE WILL PAY.

:SNIFF: :HFF-FF: :SNIFF:

MS. SABLE?

WE'VE FOUND SOMETHING UPSTAIRS. I THINK YOU'D BETTER COME LOOK.

THE PRIME MINISTER!

TORN TO SHREDS.

HIS DEATH WILL WEAKEN THE GOVERNMENT, THE *COUNTRY.*

COULD BE HE WAS THE *REAL TARGET* ALL ALONG! AND IF THAT'S THE CASE--

--THERE MUST BE AN INCREDIBLE *MASTERMIND* BEHIND THIS AFFAIR!

SABLE! WE FOUND A SLIDING DOOR TO A SECRET PASSAGEWAY-- *EMPTY,* UNFORTUNATELY! BUT HOW WE FOUND IT--

--WAS BY SPOTTING THIS PIECE OF *FABRIC* IN THE DOOR SEAM! APPARENTLY, THE ASSASSIN CAUGHT HIS *CLOTHING* IN THE DOOR AS HE ESCAPED! AND IT LOOKS LIKE HE TORE HIS POCKET--

--BECAUSE WE FOUND THIS *CAPSULE* ON THE FLOOR JUST INSIDE!

WE'LL RUN A FULL CHEMICAL ANALYSIS, OF COURSE.

BUT FROM ITS COLOR--

SNAP

--AND AROMA, I'M 99% SURE THIS IS *PANADOXIN,* A UNIQUE SYNTHETIC POISON USED IN *SUICIDE* CAPSULES. AND DISTRIBUTED EXCLUSIVELY TO AGENTS OF--

--THE C.I.A.!

NEXT ISSUE: *CAPTAIN AMERICA!*

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PART FOUR OF SIX

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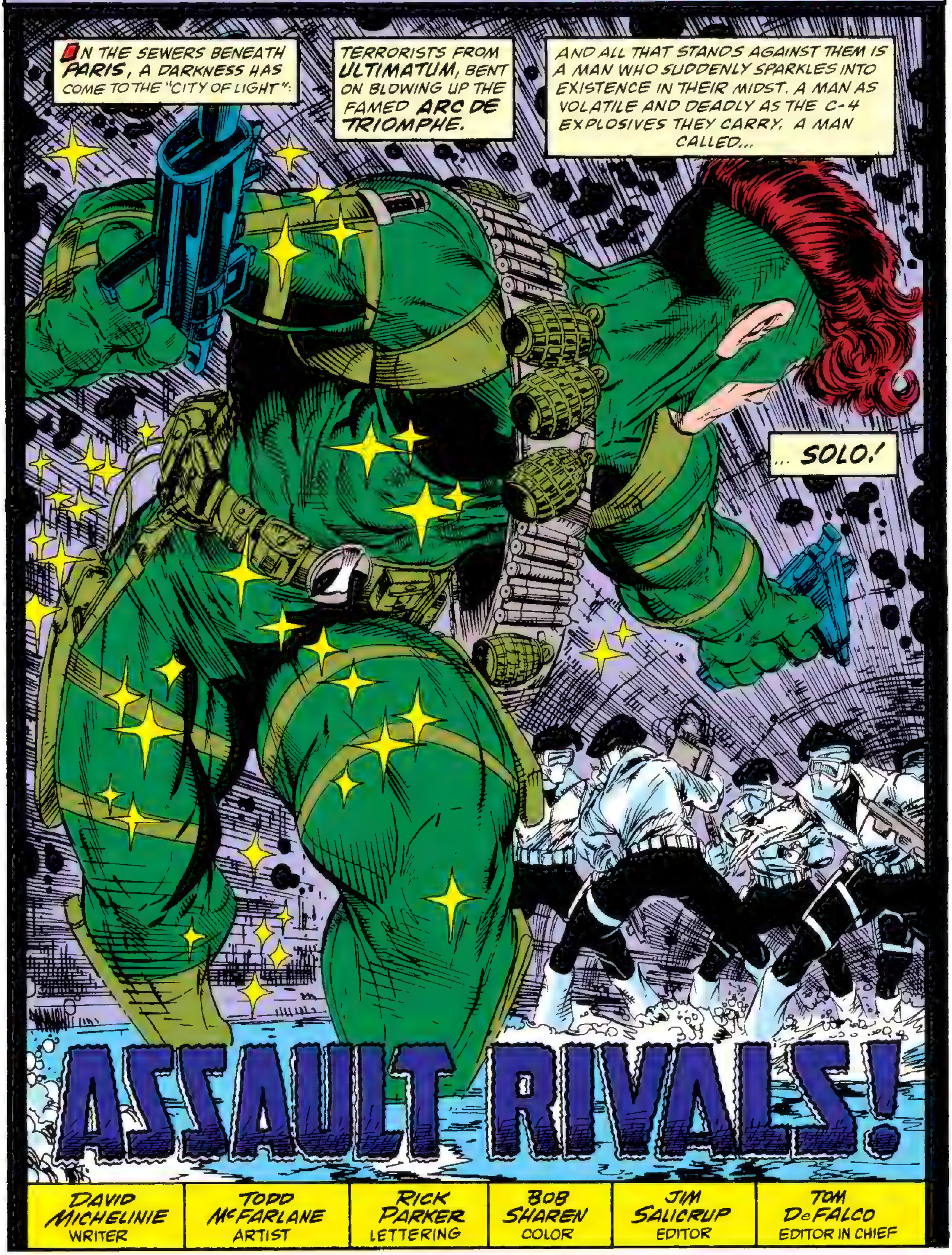
Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



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WRITER	ARTIST	LETTERING	COLOR	EDITOR	EDITOR IN CHIEF

WHAT THE--?!

KILL HIM!

BDAM

KRAK

KRAK

THAT'S ALWAYS THE ANSWER, ISN'T IT?

WHAT YOU DON'T UNDERSTAND -- WHAT YOU *FEAR*-- YOU DESTROY.

YOU THINK NATIONAL SYMBOLS CREATE *BARRIERS*, AND BY ERADICATING THEM YOU'LL BRING THE WORLD'S PEOPLE TOGETHER.

YOU THINK THAT IF INNOCENT BYSTANDERS ARE HURT IN THE PROCESS, WHY, THAT'S MERELY THE *PRICE* OF UNITY.

YOU THINK THE *ENDS* JUSTIFY THE *MEANS*.

BDAM BDAM

YOU'RE WRONG.

SHUNK

I- I'M THE ONLY ONE LEFT!

I GIVE UP!

I'LL PROBABLY BE TRADED FOR *HOSTAGES* ANYWAY!

SORRY. NOT INTERESTED.

NOW TELL ME, WHERE IS YOUR REGIONAL LEADER, *MAJOR TOLER WEIL?*

B-BUT I SURRENDERED! THIS ISN'T *RIGHT--!*

YOU'RE A TERRORIST. YOU MURDER CHILDREN. DON'T TALK TO ME OF *MORALITY.*

I'M NO TERRORIST! I'M A *FREEDOM FIGHTER!*

THEN YOU'LL BE A FREEDOM FIGHTER WITHOUT A *FACE.*

GULP H-HE'S SOMEWHERE ON THE SYMKARIAN-LATVERIAN BORDER! TH-THAT'S ALL I KNOW!

I SWEAR!

NO MATTER. I HAVE OTHER SOURCES. I'LL FIND HIM.

HE'S TURNING AWAY! MAYBE I CAN REACH MY *GUN!*

WHO *ARE* YOU?

I'M CALLED *SOLO*. AND THERE'S ONE OTHER THING YOU SHOULD PROBABLY KNOW ABOUT ME. WHILE I LIVE...

PLIK

SPLISH

"...TERROR DIES!"

WHOOMP

BUT IN SYMKARIA, AT THE CASTLE OF SYMBOLIC RULER **KING STEFAN**, TERROR HAD BEEN VERY MUCH **ALIVE** THE DAY BEFORE.

AND IT HAD STRUCK WITH SAVAGE SUDDENNESS, MUCH AS EGGS AND ASSORTED PRODUCE NOW STRIKE THE LIMOUSINE --

--OF THE ARRIVING **AMERICAN AMBASSADOR**.

PECH

SPLOT

THEY DON'T LIKE US VERY MUCH, DO THEY, SIR?

GRAYSON, THEIR KING'S **FIANCEE** WAS KILLED IN A TERRORIST ATTACK. DURING THE SAME CONFLICT, SOMEONE MURDERED THEIR **PRIME MINISTER**.

AND EVIDENCE HAS BEEN FOUND LINKING **BOTH** INCIDENTS TO THE **CENTRAL INTELLIGENCE AGENCY**.' REALLY--

"-- CAN YOU **BLAME** THEM?"

HOW DO YOU DO, I'M AMBASSADOR HAWTHORNE.

AND I AM **ALPHONSE GALLATIK**, ACTING PRIME MINISTER. THE KING IS IN MOURNING FOR PRINCESS VIVIAN--

--BUT **SILVER SABLE** WILL BRIEF YOU. HER COMPANY WAS IN CHARGE OF SECURITY DURING THE ROYAL JUBILEE--

--AND SHE IS PERSONALLY CONDUCTING AN INVESTIGATION INTO THE RECENT **SLAYINGS**.

MS. SABLE? I'M AMBASSADOR HENRY HAWTHORNE.

BOY, AM I GLAD TO HEAR AN AMERICAN *ACCENT!*

HANG ON, I'LL BE RIGHT DOWN!

WOW! SPIDER-MAN!

GRAYSON! CONTAIN YOURSELF!

I'LL BE HAPPY TO COOPERATE IN ANY WAY I --

WHAT WORRIES ME MOST, MS. SABLE, IS REPORTS OF MASSING *TROOPS*. DON'T YOU THINK YOUR COUNTRY IS *OVERREACTING?*

BRRRR! GOT KINDA *CHILLY* IN HERE ALL OF A SUDDEN!

MR. AMBASSADOR, WHEN ***SILVER SABLE INTERNATIONAL*** UNCOVERED AN ASSASSINATION CONSPIRACY AND LINKED IT TO QUESTIONABLE AMERICAN INSTITUTIONS SUCH AS THE ***LIFE FOUNDATION***--

--WE HIRED ***SPIDER-MAN*** TO HELP PROTECT THE PRESUMED TARGET, KING STEFAN.

BUT WHEN ULTIMATUM ATTACKED, PROVIDING A DIVERSION, ***SOMETHING*** RIPPED OUR PRIME MINISTER TO PIECES INSTEAD! AND NEAR THE CORPSE WE FOUND A CAPSULE OF ***PANADOXIN***--

--A RARE POISON ISSUED TO C.I.A. FIELD AGENTS, THAT ALONE ISN'T ***PROOF*** OF AMERICAN INVOLVEMENT, BUT IT IS ENOUGH TO STOKE THE FIRES OF ANGER-- AND OF ***RETRIBUTION.***

BUT MS. SABLE, AMERICA IS SYMKARIA'S ***FRIEND!***

AND ***IRAN*** WAS YOUR ***ENEMY.***

YOU SOLD THEM MISSILES.

HEY, GUYS, ISN'T THE IMPORTANT THING ***FINDING*** THE ASSASSIN? THEN WE CAN SHOW WHETHER OR NOT--

BUTT OUT, SPIDER-MAN!

HUH?!

HAVEN'T YOU DONE ENOUGH ALREADY? THE MERE PRESENCE OF AN AMERICAN *VIGILANTE*, WHOSE CRIMINAL TIES HAVE BEEN HINTED AT IN REPUTABLE PUBLICATIONS--

--ONLY LENDS *CREDENCE* TO ANTI-AMERICAN SENTIMENT!

"REPUTABLE?"

YOU MEAN SOMEONE *BESIDES* J. JONAH JAMESON IS BASHING ME NOW?

MAYBE I SHOULD LOOK FOR A MORE *SYMPATHETIC* EAR!

WHERE ARE YOU GOING?

TO ADDRESS MY ADORING *PUBLIC*!

AND THE PEOPLE AT HOME WHO *CARE* ABOUT PETER PARKER ARE PROBABLY WORRIED SILLY!

I'M TOO MUCH IN THE SPOTLIGHT NOW TO *CALL* THEM, BUT MAYBE THERE'S *ANOTHER* WAY TO GET THE WORD OUT!

THIS WHOLE MURDER THING'S SHAKEN ME UP! WISH I COULD JUST GO HOME AND BE *PETER PARKER*.

HI, FOLKS. THOSE CAMERAS LIVE? TRANSMITTING TO THE U.S.? GOOD.

I'VE GOT A *STATEMENT* TO MAKE.

I'D LIKE PEOPLE TO KNOW THAT IT HAS NEVER BEEN MY INTENTION, NOR HAVE I PERFORMED ANY ACT WHATSOEVER, TO EMBARRASS THE UNITED STATES OF AMERICA. IN TRUTH, I'M BEING A ***MODEL*** CITIZEN.

AND EVERYTHING IS JUST FINE.

QUEENS; THE BOARDING HOUSE RUN BY MAY PARKER...

--JUST FINE.

NOW SPIDER-MAN IS MEDDLING IN ***INTERNATIONAL*** AFFAIRS? HE HAS HIS GALL!

NATHAN, HUSH!

PETER PUNCHED THE WORD "MODEL"! REFERRING TO MY ***MODELING*** CAREER?

THAT MESSAGE WAS FOR ***US!***

OH, MAY, I FORGOT TO TELL YOU--PETER CALLED FROM HIS PHOTO ASSIGNMENT IN SYMKARIA. HE'S OKAY.

THAT WAS A BIT ***CARELESS*** TO FORGET, MARY JANE.

BUT I AM GLAD TO HEAR THAT PETER IS SAFE.

SO AM I.

I JUST HOPE HE ***STAYS*** THAT WAY!

SO IN CONCLUSION, I'D LIKE TO-- HEY!

WHERE'S EVERYBODY GOING?

COLOR GUARD TO YOUR POSTS! BAIL-OUT CLEARANCE HAS BEEN GRANTED!

HE'S HERE!

HE? WHO'S HE?!

"HE" IS A MAN WHO WILL ALWAYS FIND A WAY.

WHEN HIS COUNTRY STANDS THREATENED.

WHEN FREEDOM IS COMPROMISED.

FOR "HE" IS THE FLAG-CLAD WARRIOR KNOWN AS--

CAPTAIN AMERICA

CAPTAIN! IS IT TRUE YOU'RE HERE BY PRESIDENTIAL REQUEST?

ARE YOU REPRESENTING THE AVENGERS?

WHAT ABOUT RUMORS THAT YOU'RE WORKING FOR THE C.I.A.?

FOR NOW, LADIES AND GENTLEMEN, LET'S JUST SAY THAT I'VE COME TO SET THINGS RIGHT!

I DON'T LIKE THIS DEVELOPMENT, MAJOR WEIL.

NOR DO I. PUT PERIMETER GUARDS ON PRIORITY ALERT!

WE MUST BE PREPARED FOR THE WORST!

AND WHILE THEY DO THAT, I SHALL ALSO PREPARE FOR THE WORST--

-- BY MAKING CERTAIN MY PERSONAL GETAWAY PLAN IS OPERATIONAL!

I SHOULD GET AWAY!

I'M BEING TREATED LIKE *HIRED HELP!*

WASN'T EVEN INVITED TO JOIN IN THEIR STRATEGY SESSION!

I SHOULD JUST GRAB MY PASSPORT AND KISS THIS PLACE GOOD--

ARE YOU WITH US, SPIDER-MAN?

HUH?

CAPTAIN AMERICA HAS ASSURED ME THAT YOUR GOVERNMENT WAS NOT INVOLVED. WITH HIS REPUTATION, THAT IS ENOUGH FOR ME.

BUT NOT, I'M AFRAID, FOR A COUNTRY FULL OF ENRAGED CITIZENS CRYING FOR *BLOOD!*

IRONICALLY, THE C.I.A. HAS PROVIDED INFORMATION INDICATING AN ULTIMATUM STRONGHOLD ON THE SYMKARIAN-LATVERIAN BORDER, AS I WAS TELLING SILVER, OUR BEST BET WOULD BE TO SEND IN AN ASSAULT FORCE--

--AND TRY TO FIND THE ACTUAL *ASSASSIN.!* THAT WAY WE COULD *PROVE* THAT AMERICA WASN'T BEHIND THE MURDERS.

GEE, WHY DIDN'T *I* THINK OF THAT...!

YOUR CONTRACT HAS BEEN FULFILLED, SPIDER-MAN.

YOU CAN PICK UP YOUR PAYMENT AT OUR EMBASSY IN NEW YORK.

WHAT YOU DO NOW IS UP TO YOU.

IF I WAS SMART, I'D GET THE HECK OUT OF HERE!

IF I WAS SMART, I WOULDN'T LOOK BACK!

IF I WAS *SMART*--

=SIGH=

--I'D BE IN ANOTHER LINE OF WORK!

AND, SLIGHTLY MORE THAN AN HOUR LATER, ALONG SYMKARIA'S MOUNTAINOUS NORTHERN EDGE...

THAT ***SKI LODGE*** USED TO BE A MECCA FOR EUROPE'S JET SET!

BUT IT WAS CLOSED SOME MONTHS AGO FOR... "REPAIRS."

ISOLATED, DEFENSIBLE. ULTIMATUM'S PROBABLY VERY SECURE IN THERE.

AND W-W- ***WARM!*** N-NEXT TIME, I-I GOTTA BRING MY *TH-TH- THERMAL* SPIDEY SUIT!

MY WILD PACK AGENTS WILL REMAIN HERE, TO STOP ANYONE TRYING TO FLEE. THE THREE OF US WILL THEN TACKLE THE MAIN BUILDING.

SEEM SOUND TO YOU, CAPTAIN?

CAP NODS, AND AS THE STALWART TRIO BEGINS THEIR CAUTIOUS DESCENT OF THE ROCKY SLOPE...

I APPRECIATE YOUR COMING ALONG, SPIDER-MAN. BUT DO YOU MIND IF I ASK *WHY* YOU DECIDED TO JOIN UP?

IT MIGHT SOUND CORNY-- THEN AGAIN, MAYBE NOT TO *YOU*-- BUT, HECK...

...AMERICA IS *MY* COUNTRY, TOO!

GOOD FOR YOU, SON.

MAYBE *NOT* SO GOOD!

SPIDER-SENSE TINGLING! WARNING OF--

..LOOK OUT!

ULTIMATUM SKI TROOPS! HIDDEN UNDER THE POWDER!

ONLY A COUPLE OF DOZEN! I EXPECTED PRIMARY DEFENSES TO BE A BIT MORE--

FTAING

SPONK

WRIZZZZZZ

?!?

..FORMIDABLE!

WHIROK

GAINING THE HIGH GROUND SHOULD GIVE ME AN ADVANTAGE OVER-- HUH?

JET SKIS ARE REALLY JET POWERED!

THEY'RE TAKING TO THE AIR!

BUT ONE QUICK MOVE--

CHAK

WHOOSH

EEEYYAAAA!

--AND ULTIMATUM'S GOT ITS FIRST *ASTRONAUT!*

A WELL-PLACED *CHA!* SHOULD JAM THE LEAD SKIER'S BOARDS INTO THE SNOW!

WHICH SHOULD IN TURN JAM *HIM* INTO HIS *PARTNER!*

AND MAKE MOPPING UP *EASY!*

PUNJK

THEY'RE GETTING THROUGH TOO EASILY!

I HAVE TO SLOW THEM DOWN, SET OFF THE **EXPLOSIVES** PLANTED ON THE MOUNTAINSIDE! OF COURSE, THAT WILL KILL THE **SKI SOLDIERS** AS WELL--

-- BUT THEY'LL DIE WITH **HONOR!**

WHA--?! THAT SPARKLING LIGHT! **WHO--?**

I AM **SOLO.**

YOUR EXECUTIONER.

G-G-G- **GUARDS!**

AN ANNOYANCE, WEIL.

THEY BUY YOU A MOMENT.

P-POWM

BCHAM

SHRRIP

NOTHING MORE!

BRAKABRAKABRAKAKBRAK

SPWEE

FATCH

A MOMENT IS ALL I NEED!

THE ESCAPE CRAFT! IS IT READY?

YES, MAJOR! FUELED AND PROGRAMMED!

YOU'RE NOT GOING ANYWHERE, WEIL!

PLAM PLAM

PERHAPS NEITHER OF US IS!

EH--?

ONE OF 'EM'S ARMED! I'LL TAKE CARE OF THE GUN!

AND I'LL TAKE OUT THE GUNMAN!

KRASH

THWIPP

CHRANK

SHROOM

HELICOPTER SQUAD! INITIATE PURSUIT, NORTHWEST TRAJECTORY, IMMEDIATELY!

YOU IDIOTS! THAT WAS TOLER WEIL ONE OF ULTIMATUM'S TOP OFFICERS! BY STOPPING ME, YOU'VE SET HIM FREE!

AND JUST WHO THE BLAZES ARE YOU?

SOLO!

AND I'M ON YOUR SIDE!

"SOLO", EH? I'VE HEARD OF YOU...

IDEOLOGY ISN'T IMPORTANT NOW! WE STILL NEED INFORMATION ON THE PRIME MINISTER'S ASSASSIN.

...YOU'RE A SELF-PROCLAIMED ANTI-TERRORIST WHOSE ORIGINS ARE SOMEWHAT HAZY--AND WHOSE METHODS ARE SOMEWHAT QUESTIONABLE!

I GET THE JOB DONE.

WHEN I FIRST ENCOUNTERED WEIL, HE WAS IN WHAT APPEARED TO BE A COMMUNICATIONS CENTER, JUST DOWN THAT CORRIDOR.

MEET YOU THERE!

AND, MOMENTS LATER...

I CAUGHT THIS GUY TRYING TO ERASE COMPUTER RECORDS! I DON'T KNOW HOW SUCCESSFUL HE WAS-- HE WON'T GIVE ME THE ACCESS CODES TO CALL UP A MENU!

HE WILL TALK.

OR HE WILL *DIE!*

JUST A MINUTE, MISTER!

WE DON'T WORK THAT WAY.

EASY, CAPTAIN. WHY DON'T YOU LET *ME* TALK TO HIM?

VERY WELL, SILVER. I'LL KEEP AN EYE ON SOLO.

YOU KNOW, A *GUN* WOULD HAVE BEEN *QUICKER!*

HNH?

A-ACCESS CODE: NINER-ZED-DELTA.

GOSH, SABLE, I'LL BET YOU AND SOLO COULD BE REAL BUDDIES!

I GET THE JOB DONE.

SOON OUTSIDE...

MY COMPUTER EXPERTS WERE ABLE TO PIECE BITS OF DATA TOGETHER. THEY'VE FERRETED A LIKELY LEAD TO WEIL'S WHEREABOUTS.

YOU'RE WELCOME TO COME ALONG, SOLO-- *IF* YOU'RE WILLING TO FOLLOW THE RULES.

I FOLLOW MY *OWN* RULES.

SABRETOOTH?! BUT I THOUGHT HE WAS *DEAD!*

WE WERE ALSO ABLE TO RETRIEVE A PRINTOUT OF THE MAN WHO WAS HIRED FOR THE ACTUAL ASSASSINATION.

G-GIVE MY REGARDS TO *CAPTAIN KIRK!*

YEESH!

WHY DON'T I FIND OUT? YOU TWO GO AFTER WEIL. WE CAN COMPARE NOTES LATER.

I THINK MAYBE I SHOULD GO WITH *YOU*, SILVER. AFTER ALL, SABRETOOTH HAS TO BE *ALIVE* TO TESTIFY.

SUSPICION DOESN'T BECOME YOU, CAPTAIN.

MS. SABLE!

WE'VE JUST HAD WORD FROM THE CAPITAL! THE AMERICAN AMBASSADOR HAS BEEN RECALLED BECAUSE OF DEATH THREATS!

IF SOMETHING ISN'T DONE SOON, THE NEXT STEP COULD BE--

--WAR!

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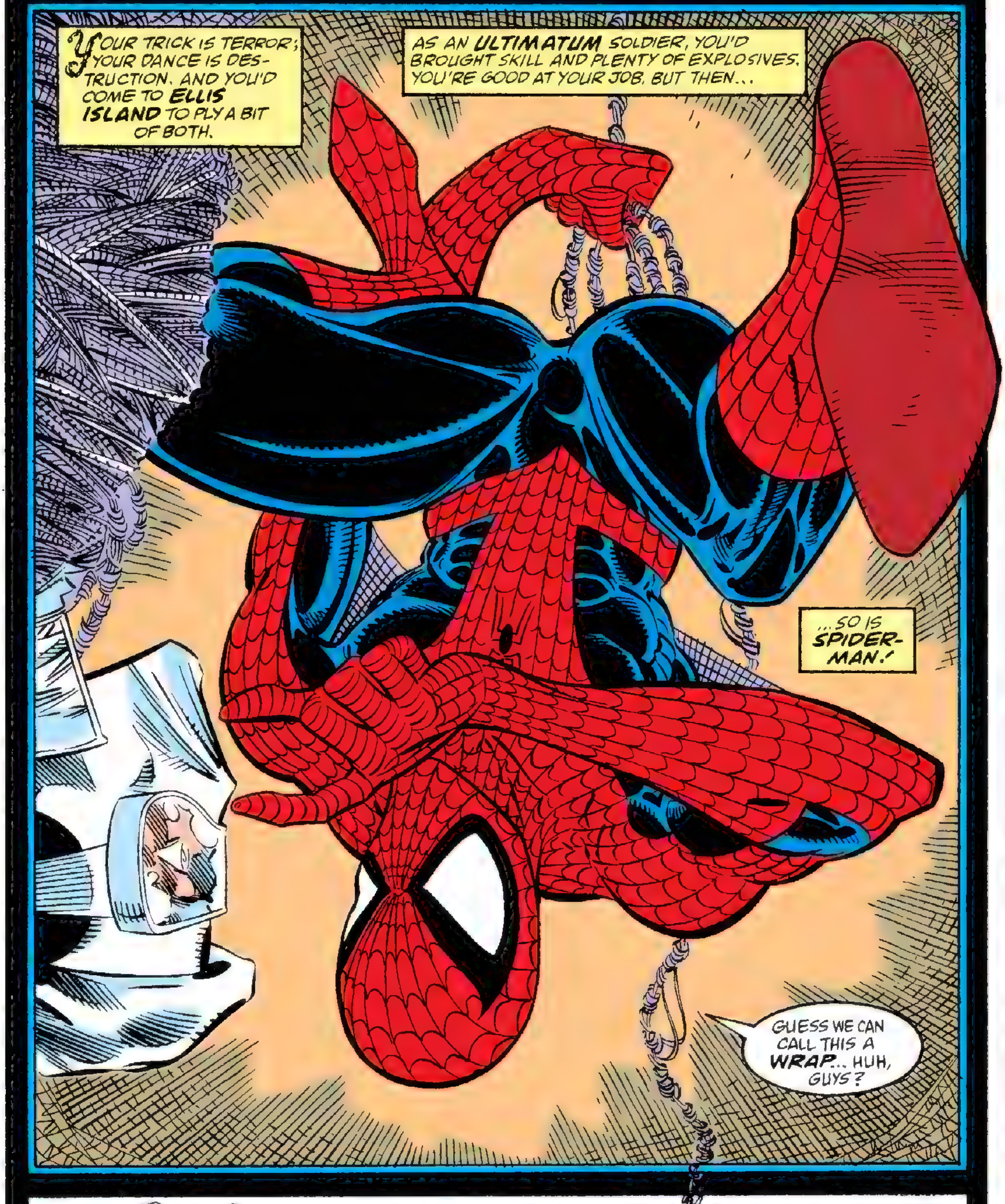

Two Days

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YOU'VE SLOWED US, BUT YOU'LL NEVER *STOP* ULTIMATUM!

WE'LL UNITE THIS PLANET *DESPITE* YOUR INTERFERENCE!

BASIL'S *BOOT PISTOL--!*

RIGHT. BY BLOWING UP ELLIS ISLAND--

--THE HISTORIC *GATEWAY* FOR IMMIGRATION INTO AMERICA, YOU'RE GOING TO BRING PEOPLE *TOGETHER?*

IN DESTROYING *SYMBOLS*, WE SHATTER *BORDERS!* AND WITHOUT BORDERS, PEOPLE WILL NO LONGER BE *SEPARATED* BY POLITICAL DOGMA!

MISTER, I'VE SEEN HEALTHIER MINDS BOUNCING AROUND *PADDED CELLS!*

WHAT ABOUT THE INNOCENT *RENOVATION WORKERS* WHO WOULD'VE BEEN HERE WHEN YOUR *BOMB* WENT OFF IN THE MORNING?

DOESN'T *DEATH* MEAN ANYTHING TO YOU?

NOT IF THE *RIGHT PEOPLE* DIE...!

SPIDER-SENSE TINGLING! HE'S GOT A--

--WAIT! *BEHIND* ME!

SOLO!

MUST'VE BEEN LOOKING FOR THE SAME GUYS!

CHATATATOW

STOP IT!

THWIP

YOU DIDN'T HAVE TO *KILL* THEM!

I *SAW* THE GUN!

I COULDN'T KNOW THAT. BESIDES, THEY WERE TERRORISTS, AND WHILE I LIVE--

YEAH, I KNOW: *"--TERROR DIES!"*

I LEARNED ALL ABOUT YOUR *"PHILOSOPHY"* IN SYMKARIA!* BUT WHAT WE'RE UP AGAINST NOW IS MORE IMPORTANT THAN ANY PERSONAL CRUSADE! OR HAVE YOU FORGOTTEN--

DAILY BUGLE

CRISIS GROWS!

* LAST ISSUE. -- J.S.

--THAT WHEN **SABRE-TOOTH** ASSASSINATED THE SYMKARIAN **PRIME MINISTER**, HE LEFT EVIDENCE IMPLICATING THE C.I.A.!

THAT'S WHY **CAPTAIN AMERICA** AND **SILVER SABLE** HAVE GONE AFTER SABRETOOTH--

-- AND I'M LOOKING FOR **TOLER WEIL**, THE ULTIMATUM OFFICER WHO **ENGINEERED** THE MURDER!

THESE **LOONIES** COULD HAVE GIVEN ME A **CLUE!**

I WON'T APOLOGIZE-- BUT I DO SEE YOUR POINT.

THEN WHY NOT WORK **WITH** ME? CAP'S SOURCES HAVE ANOTHER LEAD THEY'RE LOOKING INTO.

I PREFER AUTONOMY.

BUT I SUPPOSE THE ENDS **COULD** JUSTIFY THE MEANS.

" I WILL CALL THE SYMKARIAN EMBASSY. LEAVE ANY MESSAGES FOR ME THERE."

HE'S **WALKING** AWAY? NOT "WINKING OUT"? ARE THERE **LIMITS** TO HIS POWERS?

; **SHEESH.**! THERE'S SO MUCH I DON'T **KNOW** ABOUT THAT GUY!

AND WITH THE STAKES SO HIGH, THAT COULD MAKE HIM AS *DANGEROUS* AS *HELPFUL!*

I JUST HOPE CAP'S DOING BETTER ON *HIS* END...!

THUK

SABRETOOTH MUST *DIE!*

ABOARD THE "*FLAGSHIP.*"

SOARING ABOVE MEXICO.

WE NEED SABRETOOTH *ALIVE*, SILVER.

HIS TESTIMONY COULD PROVE THAT THE C.I.A. *WASN'T* INVOLVED IN THAT ASSASSINATION. IT COULD PREVENT A *WAR.*

IN SYMKARIA, CAPTAIN, WE BELIEVE IN *JUSTICE.*

EVEN MY COMPANY-- *SILVER SABLE INTERNATIONAL*-- WAS ORIGINALLY FOUNDED TO TRACK DOWN NAZI WAR CRIMINALS!

THERE'S A DIFFERENCE BETWEEN *JUSTICE* AND *RETRIBUTION*, SILVER. WE NEED SABRE-TOOTH'S STATEMENT TO DEFUSE A BAD SITUATION. TO SAVE *LIVES.*

THAT'S WHY WE TRACKED HIM HERE TO HIS LATEST FREELANCE OPERATION.

I KNOW. AND I ASSURE YOU--

--I WILL DO THE *RIGHT* THING.

WE'RE ALMOST TO THE DROP SITE, CAPTAIN! YOU TWO HAD BETTER GEAR UP!

AND THUS, MOMENTS LATER, THE TENSION OF A TROUBLED WORLD FOLLOWS A PAIR OF LITHE FIGURES AS THEY DRIFT WORD-LESSLY TO THE LUSH JUNGLE BELOW.

WHERE, IN THE "SECRET" CAMP OF A BAND OF COLD-EYED OUTLAWS...

EH, CARAMBA!

HEEM?!

I'M LOOKING FOR *SABRETOOTH*. I HEAR YOU RECENTLY AIDED HIM.

WHERE IS HE?

JUST LIKE *THAT*? FEH!

MAYBE YOU ARE BEEG DEAL NORTH OF THE BORDER, *CAPITÁN*, BUT THEES EES *OUR* COUNTRY!

AND ONLY A *FOOL* WOULD COME HERE ALONE!

I AGREE.

CHK

CHK

CHK

VWAMP

SMOKE! I-I CANNOT SEE--!

CHUFF!

KLANG

THAT'S THE POINT, AMIGO!

KLOK

BANDITS RUNNING! HAVE TO GRAB THE LEADER!

YOUR REPUTATION PRECEDES YOU! YOU WEEL NOT HARM ME!

NOW! WHERE'S SABRETOOTH! TALK!

THAT'S RIGHT. HE WON'T.

CH-CHK

U-U-UNO MOMENTO, SEÑORITA!

F-FORGIVE MY LITTLE JEST! O-OF COURSE I WEEL TELL YOU!

I-IN FACT, I WEEL TAKE YOU TO HEEM PERSONALLY!

WHILE, SPEAKING OF PERSONAL...

TO THE SNEAKIEST, MOST CONNIVING WITCH ON THE PLANET-- MY WIFE!

OH, PETER, YOU SAY THE SWEETEST THINGS!

BUT I HAVEN'T LANDED THAT ROLL ON "SECRET HOSPITAL" YET. I WAS JUST CALLED BACK FOR A SECOND READING.

I KNOW.

BUT YOU'LL GET IT. AND THEN WE'LL CELEBRATE WITH MORE THAN GINGER ALE AND LATE NIGHT TV!

ESQ

MAYBE WE CAN COMBINE IT WITH A HOUSE-WARMING PARTY WHEN WE MOVE INTO THE NEW LOFT.

WOW, I'D ALMOST FORGOTTEN ABOUT THAT. I WAS ONLY IN SYMKARIA FOR A FEW DAYS, BUT SO MUCH HAS CHANGED, I MEAN--

--AFTER WE'RE GONE, THE PALERMOS WILL BE AUNT MAY'S ONLY TENANTS.' BESIDES NATHAN.

THINGS ARE HAPPENING PRETTY FAST.

YEAH...

--HAVE BEEN FURTHER DEVELOPMENTS IN THE SYMKARIAN CRISIS.

...I KNOW.

NIGHTLI

MORNING.

CENTRAL PARK.

A SPIDER WAITS.

THE INFORMATION CAP'S SOURCES GAVE ME HAD BETTER BE RIGHT!

OTHERWISE, ATTACKING THE *METROPOLITAN MUSEUM*--

--ISN'T GOING TO DO WONDERS FOR MY *REP!* NOW WHERE IS--

--SOLO! GOTTA BE!

WHO ELSE WOULD WEAR AN *OVER-COAT* IN THE MIDDLE OF SUMMER?

EXCEPT SOMEONE HIDING ABOUT A ZILLION--

--GUNS?

WELL, GOOD MORNING TO *YOU, TOO!*

I GOT YOUR MESSAGE. WHAT'S THE GAME?

THE *REMODELING* ON THE MUSEUM IS BEING FUNDED BY THE *LIFE FOUNDATION.*

THEY WERE GOING TO HIDE THE SYMKARIAN ASSASSIN BEFORE *PALADIN* AND I BUTTED IN.* THERE'S A CHANCE THEY MAY STILL BE INVOLVED.

LET'S FIND OUT!

*IN ISSUES #320-321. --J.S.

HEY! WE NEED WEIL *ALIVE*, REMEMBER?

I ONLY DO WHAT *MANY* WOULD DO, IF NOT FOR FEAR OF RETALIATION. TERROR'S GREATEST WEAPON IS THAT IF RESISTED, THE RESISTORS COULD BECOME THE NEXT *TARGET*.

BUT SINCE I HAVE NO COUNTRY, NO POLITICS, NO *IDENTITY*, THAT LEAVES ME FREE TO STRIKE--

DON'T BE SO EAGER FOR *BLOOD*.!

--WITHOUT *MERCY*!

OH, SWELL.

I FEEL A *LOT* BETTER NOW!

DON'T KNOW WHICH I SHOULD WATCH OUT FOR MOST: MY ENEMY-- OR MY *ALLY*!

MEXICO.

MEAT!

THAT'S WHAT YOU'LL *ALL* BE, IF YOU QUESTION MY ORDERS AGAIN!

N-N-NO, SEÑOR SABRETOOTH! W-WE *OBEY!*

AFTER A HARD TREK THROUGH THE JUNGLE...

WHY'S SABRETOOTH HELPING BANDITS STEAL *ARTIFACTS* FROM ARCHEOLOGISTS? I THOUGHT HE WAS AN ASSASSIN FOR *THE MARAUDERS?*

HE APPARENTLY HAS OTHER--

--EH? SETTING FIRE TO THE CANVAS! TRYING TO SIGNAL HIS *COMRADES!*

AND SUCCEEDING!

BWOK

HERE THEY COME!

I'LL HANDLE THE BANDITS, SILVER! YOU FREE THE HOSTAGES!

WE'LL WORRY ABOUT *SABRETOOTH* WHEN THE CIVILIANS ARE--

-- SILVER?

BLAST!

HAVE TO AVOID LIGHT FROM THE HOLES IN THE ROOF!

IF HE CAN'T *SEE* ME, HE CAN'T--

SHLAK

MY *SENSES* ARE AS SHARP AS AN ANIMAL'S, GIRLY!

ALMOST AS SHARP AS MY *CLAWS!*

SOMETHIN' YOU'RE GONNA FIND OUT FIRST HAND!

AAIIEEEN!

UNF! W-WALL'S SOFTER THAN SABRETOOTH'S FIST!

STARTING TO--

--CRUMBLE?

THAT MIGHT JUST SAVE ME!

IF I CAN STAY IN ONE PIECE LONG ENOUGH! AIIEEG! TO PUT MY PLAN INTO ACTION!

NOT RUNNIN'?

JUST STANDIN' AGAINST A WALL? WHAT'S YOUR PLAY, GIRLY?

THAT'S THE POINT, SABRETOOTH--

--I'M NOT GOING TO PLAY! YOU MAY TRIUMPH, BUT I'LL NOT GIVE YOU THE PLEASURE OF A HUNT BEFORE THE KILL!

AW, DARLIN', YOU'RE BREAKIN' MY HEART! GUESS THE ONLY FUN I CAN HAVE--

--WILL BE EATIN' YOURS!

SILVER!

HAVE TO TIME MY LEAP... JUST...

SPLAK

...RIGHT!!

CHRUMBLE

NO PULSE! COLLAPSING WALL *KILLED* HIM! CURSE IT ALL, SABLE--

--YOU SHOULD HAVE *WAITED* FOR ME! TOGETHER, WE COULD HAVE TAKEN HIM ALIVE!

IT WAS MY LIFE OR HIS, CAPTAIN.

I DID WHAT I HAD TO DO.

MAYBE.

BUT NOW IT'S ALL UP TO--

SPIDER-MAN!

BUT WHO'S THAT GUNMAN *WITH* HIM?

I DON'T KNOW, MAJOR WEIL. BUT FRET NOT-- THE GENTLEMEN *FINANCING* THIS OPERATION SPARED NO EXPENSE.

HE'S NOT ONLY PROVIDED YOU WITH A LUXURIOUS HIDEOUT--

--INCLUDING THE ACTUAL RENOVATIONS THAT ASSURE YOU YOUR PRIVACY--

--BUT HE'S ALSO SUPPLIED OUT-STANDING--

"--SECURITY!"

SPIDER-SENSE!

SUITS OF ARMOR HAVE *GUYS* IN THEM!

GUYS WITH *GUNS!*

BUT THEN--

--I GUESS YOU'VE NOTICED!

>UNF!<

HE'S OKAY. COSTUME MUST BE BULLET-PROOF!

TOO BAD *MINE* ISN'T!

BETTER FOLLOW AN *AVOIDANCE* STRATEGY!

LEAVE THE AGGRESSIVE STUFF TO--

"--SOLO!"

BRAMM

CH-CHOOM

ARMOR'S NOT AUTHENTIC!

SPWING

PTWEE

BULLETS BOUNCING OFF!

SKLANKSH

THEN LET'S SEE IF THEY CAN BOUNCE OFF *EACH OTHER!*

REST OF THE GUARDS MASSING IN FRONT OF THAT DOOR!

MUST BE WHERE THEY'RE KEEPING *WEIL!*

GOOD.

OH, SWELL! *NOW* HE TWINKLES OUT!

WHILE I LIVE, TERROR DIES!

OH, NO! G-GOT TO HIT THE CROSSBOW RELEASE!

TWANG

QUICKLY! THE ESCAPE TUNNEL! I'LL FOLLOW!

NO.

YOU *WON'T!*

SHALL I DESCRIBE WHAT I'LL DO IF YOU *DON'T* TELL ME WHERE WEIL HAS GONE?

N-N-NOT NECESSARY!

H-HE'S HEADING FOR A HIDDEN HELICOPTER! ON THE--

"-- ROOF!"

WEIL! GETTING AWAY!

CHOPPER'S UNDER THE TARP!

IF MACVAY CAN STALL THAT *MANIAC* UNTIL--

=WHOOF= YOU IDIOT!

M- MY TORCH!

THE ACETY-LENE--!

KRAPOOM

NOT SO FAST, WEIL!

YOU'VE GOT TO *TESTIFY*, AND I DON'T MEAN TO ST. PETER!

SO YOU'RE GOING TO *LIVE* UNTIL--

DROP HIM!

OR I'LL CUT YOU *BOTH* IN TWO!

AW, GEEZ! HOLDING MY WEBLINE WITH ONE HAND, AND WEIL WITH THE OTHER!

CAN'T SHOOT *MORE* WEBBING, AND CAN'T GET AWAY!

I'M *TRAPPED!*

I SHOULD LET WEIL GO! HE'S PROBABLY RESPONSIBLE FOR MORE DEATHS THAN *JIM JONES!*

AND *I'VE* GOT A FAMILY, A WIFE! I HAVE A *LIFE* AHEAD OF ME!

YEAH... A LIFE I'LL HAVE TO LIVE WITH *MYSELF*-- AND WITH WHAT I'VE DONE.

SORRY, SOLD. I CAN'T LET *ANYONE* DIE. NOT KNOWINGLY. NOT WILLINGLY.

YOU'RE STUPID, SPIDER-MAN.

AND VERY BRAVE, PERHAPS PUTTING WEIL OUT OF COMMISSION MIGHT BE ENOUGH

THIS TIME...

THE SYMKARIAN EMBASSY; THE NEXT DAY.

YES, SIR. I UNDERSTAND.

WHAT'S THE BUZZ, CAP? WEIL SPILL THE BEANS?

NOT YET, I'M AFRAID.

THEN MAYBE THERE'S *ANOTHER* WAY. I MEAN, WE'VE LEARNED AN AWFUL LOT--

--HOW 'BOUT WE GO PUBLIC WITH WHAT WE *DO* HAVE? MAYBE THAT'LL BE ENOUGH TO CALM THINGS DOWN.

TOO LATE.

I'VE JUST BEEN TOLD--

--THAT SYMKARIA HAS FORMERLY BROKEN RELATIONS WITH THE U.S.! AND RUMORS ARE SPREADING OF *DEATH SQUADS* SENT TO MURDER AMERICAN OFFICIALS IN RETALIATION FOR THE PRIME MINISTER!

IF WE DON'T GET *DEFINITIVE* PROOF SOON, BLOOD WILL FLOW. AND WHOEVER IS *BEHIND* THIS MADNESS, FOR WHATEVER REASONS... WILL HAVE *WON!*

NEXT

TARGET: WASHINGTON!

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THE ASSASSIN NATION PLOT™

PART SIX OF SIX

NOW ON SALE TWICE A MONTH!

the AMAZING SPIDER-MAN®

THE FINAL CHAPTER!

GUEST-STARRING:
SILVER SABLE™
AND
CAPTAIN AMERICA!

McFARLANE

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE — WRITER
TODD McFARLANE — ARTIST
RICK PARKER — LETTERER
BOB SHAREN — COLORIST
JIM SALICRUP — EDITOR
TOM DeFALCO — EDITOR IN CHIEF

SORRY.

WHAMP

FINALE IN RED!

SECURITY CLEARANCE DENIED!

TOP SECRET

TOP SECRET

DEPARTMENT OF DEFENSE

UNITED STATES OF AMERICA

REQUEST FOR SECURITY CLEARANCE

CAPTAIN AMERICA

SPIDER-MAN

MAN, SPIDER

MILITARY INTELLIGENCE SUB-HEADQUARTERS, MANHATTAN.

THE DECISION IS FINAL, CAPTAIN.

DESPITE MY RECOMMENDATION? AND THAT OF SILVER SABLE?

WE'LL NEED EVERY EDGE WE CAN GET! SINCE THE PRIME MINISTER OF SILVER'S NATIVE COUNTRY, SYMKARIA, WAS ASSASSINATED, AND EVIDENCE WAS LEFT TO LINK THAT MURDER TO THE C.I.A.--

--TENSIONS BETWEEN OUR COUNTRIES HAVE SOARED! IF THEY BUILD ANY FURTHER, THERE COULD BE WAR!

WE MAY NEED SPIDER-MAN, COLONEL.

ATLAS

OUR SEARCH FOR THE REAL MASTERMIND BEHIND THE KILLING HAS LED THROUGH SABRETOOTH, SOLO AND THE TERRORIST ORGANIZATION CALLED ULTIMATUM!

BUT WE STILL DON'T HAVE SOLID PROOF!

TOLER WEIL, THE ULTIMATUM LEADER WE CAPTURED HAS BEEN BROKEN, AND REVEALED THAT THE NEXT *TARGET* WILL BE THE SYMKARIAN AMBASSADOR TO THE UNITED STATES!

THAT'S WHY WE'RE MOBILIZING A SPECIAL *TASK FORCE*, SENDING IT TO WASHINGTON TO PREVENT MORE BLOODSHED!

DENYING SPIDER-MAN A *PLACE* ON THAT TASK-FORCE IS ILL-ADVISED, AND UNFAIR.

COME ON, COLONEL, HAVE A HEART! BEND A RULE!

I LAID MY *LIFE* ON THE LINE FOR AMERICA!

THAT MAY BE, SPIDER-MAN, BUT YOU'RE ALSO TYING MY HANDS!

YOU WON'T REMOVE YOUR MASK! WON'T LET US TAKE FINGER-PRINTS! WHY, WE DON'T EVEN KNOW IF YOU'RE *AMERYCAN!*

OKAY, IF THAT'S THE WAY YOU WANT IT. BUT WHEN THE BOMBS START FALLING--

--JUST SEND MY *DRAFT NOTICE* TO SOMEBODY *ELSE!*

DON'T KNOW WHY I'M SO ANGRY.

I'VE NEVER BEEN OVERLY PATRIOTIC.

NEVER EVEN *THOUGHT* ABOUT IT MUCH.

SO HOW COME I FEEL HUMILIATED? UNWORTHY?

LIKE A KID WHOSE *PARENTS* JUST TOLD HIM HE WASN'T *GOOD ENOUGH* TO BE THEIR SON...!

BENEATH HIS MASK, PETER PARKER SCOWLS.

A TENSING THAT EASES ONLY AS HE APPROACHES HIS DESTINATION--

--HIS AUNT MAY'S BOARDING HOUSE IN QUEENS.

WHERE, IN A STUFFY, OVERCROWDED ATTIC...

THE LOFT WE'RE MOVING INTO NEXT WEEK IS HUGE. BUT THERE'S STILL SO MUCH TO BE PACK--

BOO!

EEP!

WHOA!

KINDA QUICK ON THE *TRIGGER*, AREN'T YOU, MARY JANE?

SORRY, PETER. YOU STARTLED ME.

MY FAULT FOR ACTING GOOFY.

FEEL LIKE LISTENING A WHILE?

MY EARS ARE YOURS, SWEETHEART. ALWAYS.

SOFTLY, PETER EXPLAINS HIS SITUATION-- AND FRUSTRATION.

SO, I GUESS I'LL JUST MOPE AROUND THE HOUSE FOR A FEW DAYS, LET YOU SOOTHE MY WOUNDED EGO.

YOU'RE AWFULLY GOOD AT THAT.

HMM, FINANCES *ARE* TIGHT WHAT WITH THE MOVE AND ME BEING OUT OF WORK AND ALL. BUT I'M SURE WE CAN SWING A ROUND-TRIP TRAIN TICKET TO WASHINGTON FOR YOU.

UH, DIDN'T YOU HEAR ME, MJ? I SAID I'M *OUT* OF THIS!

I HEARD YOU-- BUT I *KNOW* YOU. YOU WON'T LET GO.

IF SOMEONE'S IN TROUBLE AND YOU CAN HELP, YOU'LL HELP.

THAT'S ONE OF THE REASONS I FELL IN *LOVE* WITH YOU, SILLY.

I GUESS YOU DO KNOW ME. BETTER THAN *I* KNOW ME! I'LL GO.

MAYBE I CAN TAKE SOME SALEABLE NEWS PHOTOS WITH MY AUTOMATIC CAMERA. MAKE THE TRIP PAY. EVEN SO...

...I'LL MISS YOU.

YOU'D BETTER.

SUITABLE CUDDLING ENSUES.

WASHINGTON, D.C. THE PENTAGON. THE NEXT DAY.

YOUR PLAN FOR GUARDING THE AMBASSADOR SEEMS AIRTIGHT, CAPTAIN AMERICA--

--THANK YOU.

ARE THERE ANY QUESTIONS?

THE ELITE COMMANDOS STAND SILENT; THEY KNOW THEIR JOBS WELL.

WE'LL JOIN UP WITH YOU LATER, COLONEL. I'D LIKE A WORD WITH SILVER ALONE.

LAST MINUTE PLANS, CAPTAIN?

LAST MINUTE *UNDERSTANDING*, I HOPE. YOUR THIRST FOR *VENGEANCE* IS WELL KNOWN, SILVER.

I'M ASKING YOU TO KEEP IT UNDER CONTROL.

A CORPSE MIGHT NOT BE ENOUGH TO EASE FRICTION BETWEEN OUR COUNTRIES, TO PREVENT A WAR.

WE NEED TO CAPTURE THIS MASTERMIND ALIVE.

HOW ABOUT WE KEEP EVERYONE ALIVE!

YOU?! BUT HOW DID YOU GET IN?

SECURITY AROUND HERE IS SET UP TO THWART TROOPS AND TERRORISTS, NOT GUYS WHO CAN WALK ON CEILINGS!

OR HAVE A SPIDER-SENSE TO FORE-WARN THEM OF DANGER!

WHAT'S THE MATTER, CAP?

YOU DON'T LOOK THRILLED.

THIS IS THE PENTAGON.

THAT ANYONE COULD BREAK IN BOTHERS ME.

NOT "US." THE MILITARY HAS WEIL'S CONFESSION ON TAPE.

MY ORDERS ARE TO FOLLOW UP ON THAT.

AND I STICK WITH THE CAPTAIN, TO MAKE SURE THERE ISN'T A COVER-UP.

OKAY, LOOK: I'VE BEEN THINKING. WEIL CRUMPLED TOO EASILY!

MY BET IS HE'S A RED HERRING!

THERE'S ANOTHER TARGET AND IT'S UP TO US TO FIND IT!

GEEZ! THERE'S SUCH A THING AS BLIND PATRIOTISM, YOU KNOW!

AND SOMETIMES THAT CAN BE AS DANGEROUS AS ANARCHY!

THE COLONEL'S WAITING IN THE DEPARTURE AREA, CAPTAIN!

WE HAVE TO GO, SPIDER-MAN.

BUT WELL AND HIS CRONIES ARE BEING HELD IN CELLS IN THE BASEMENT.

PERHAPS I'LL... *REQUESTION* THEM WHEN WE RETURN.

WAS THAT A SUGGESTION? THE MOST CAP COULD DO WITHOUT VIOLATING HIS *ORDERS*?

EVEN IF IT WASN'T, IT'S GIVEN ME AN *IDEA*...!

THUS, SHORTLY, SEVERAL LEVELS BELOW...

MAJOR WEIL? THE *BOSS* SENT ME TO BUST YOU OUT!

ALONE?

UH, THE OTHERS ARE HIDING!

WE CLEARED THE WAY TO THE MOTOR POOL! GRAB A JEEP AND TAKE OFF!

I'LL FOLLOW AFTER I'VE, ER, FREED OUR COMRADES!

MEANWHILE, YOU CAN HAVE THIS TO REMEMBER ME BY!

SZNG

THAP

THOSE M.P.S ARE REALLY GOING TO BE STEAMED WHEN THEY GET LOOSE!

ALMOST AS MUCH AS THE GUARDS I WEBBED UP IN THE MOTOR POOL!

IF MY PLAN DOESN'T WORK--

--I'VE A FEELING SPIDER-MAN'S NEXT PUBLIC APPEARANCE MAY BE IN FRONT OF A FIRING SQUAD!

NONETHELESS, PETER DOFFS HIS BORROWED UNIFORM.

AND, USING HIS UNIQUE SPIDER-SENSE TO FOLLOW THE SELF-STICKING "BUG" HE'D PLANTED ON TOLER WEIL, GIVES CHASE THROUGH THE WINDING D.C. STREETS.

A PURSUIT THAT EVENTUALLY LEADS TO--

THE NATIONAL ARCHIVES!

NOW I *KNOW* THAT AMBASSADOR TIP WAS A RUSE!

THE PAST IS PROLOGUE

THE *ORIGINALS* OF THE COUNTRY'S MOST IMPORTANT DOCUMENTS ARE STORED HERE: THE CONSTITUTION, DECLARATION OF INDEPENDENCE, BILL OF RIGHTS--!

IF SOMEONE STOLE THEM, AND LEFT EVIDENCE THAT *SYMKARIA* WAS RESPONSIBLE, THAT COULD BE THE LAST STRAW!

THE U.S. WOULD DECLARE WAR! OTHER COUNTRIES WOULD TAKE SIDES! THE RESULTS WOULD BE--

--SLAUGHTER?

SPIDER-SENSE TINGLING!

BLAM
BLAM
BLAM
SPAK
CHK
BLAM
YOU'LL NEVER ESCAPE THE WATCHDOGS, WALL-CRAWLER!
THE ARCHIVES GUARDS FELL BEFORE US, AND NOW YOU--
THWIPS
YEOWP
THRUD
BACK OFF.

SPLAM

CHRUNCH

IF I REMEMBER MY HIGH SCHOOL *CIVICS*, THE IMPORTANT STUFF IS USUALLY KEPT IN A VAULT IN THE ARCHIVES *BASEMENT*!

AND SINCE THERE MAY BE MORE *WATCH-DOGS* BETWEEN HERE AND THERE--

..PERHAPS I'D BEST TAKE THE *UNSCENIC* ROUTE!

OOOO

SKRAK

SEVERAL SILENTLY-TRAVERSED AIR VENTS LATER...

YEESH! K-MART MUST'VE HAD A BLUE LIGHT SPECIAL ON *COSTUMES*!

ULTIMATUM SOLDIERS, RESISTANTS, GOONS FROM THE SWEATSHOP--!

WHOEVER'S BEHIND THIS MUST HAVE BIG CONNECTIONS!

BUT EVERYONE SEEMS PREOCCUPIED WITH BREAKING INTO THE VAULT. WHICH SHOULD LEAVE ME TIME TO MAKE A FEW--

--PREPARATIONS!

THE RED SKULL?!

AND AFTER THOSE UNSPECIFIED CHORES HAVE BEEN SEEN TO...

SPIDER-MAN!

I HAVEN'T GOT ALL DAY, GENTS! WHO'S FIRST?

WILL I DO?

WALL PANEL SLIDING BACK! WHO-- NO!

AH, YOU RECOGNIZE ME. HOW FLATTERING NOT TO BE JUST ANOTHER FACE IN THE CROWD!

TALK ABOUT CONNECTIONS! I MEAN, A PRIVATE ENTRANCE TO THE *NATIONAL ARCHIVES?*

SOMETHING TELLS ME I'VE FOUND OUR *MASTERMIND!*

I WAS EXPECTING AN ATTACK, AFTER MAJOR WEIL RETURNED FROM HIS "RESCUE"!

BUT I'M A BIT DISAPPOINTED THAT THE INTRUDER IS *YOU*, RATHER THAN THAT POMPOUS CAPTAIN AMERICA.

STILL, I CAN ALWAYS USE ALLIES, IF ONLY TO LOOK THE OTHER WAY.

ARE YOU KIDDING? YOU WANT ME TO *HELP* YOU STEAL PRICELESS DOCUMENTS?!

STEAL THEM? DON'T BE MUNDANE.

I'M GOING TO *OBLITERATE* THEM!

OMIGOSH! THOSE LACKEYS WEREN'T TRYING TO BREAK *INTO* THE VAULT! THEY WERE WIRING IT TO A *BOMB!*

SYMKARIA WILL BE BLAMED, OF COURSE. JUST AS AMERICA WAS BLAMED WHEN I SENT SABRETOOTH TO ASSASSINATE THEIR PRIME MINISTER!

THE RESULTING WAR WILL BE DEBILITATING, MAKING IT SO MUCH EASIER FOR ME TO WORK FROM WITHIN TO DESTROY THE UNITED STATES!

WON'T YOU JOIN ME? FOR, SAY, A MILLION DOLLARS?

A MILLION--?!

MY SOURCES TELL ME YOU WERE SNUBBED BY YOUR OWN GOVERNMENT. WOULDN'T YOU PREFER WORKING FOR SOMEONE WHO WANTS YOU?

MARY JANE'S OUT OF WORK.

THERE ARE SCHOOL EXPENSES...

...MOVING COSTS.

SELLING PHOTOS TO THE DAILY BUGLE IS GETTING TOUGH.

AND THE WAY THAT COLONEL LOOKED AT ME, LIKE SOMETHING HE'D SCRAPED OFF HIS BOOT!

IT'D SERVE HIM *RIGHT* IF I... I... AW, WHO AM I KIDDING?

AMERICA'S GOT PROBLEMS-- LOTS OF THEM!

BUT IT'S STILL *MY COUNTRY!*

AND *NO* AMOUNT OF MONEY CAN CHANGE THAT!

=TSK= PATRIOTISM MUST EXUDE ITS OWN HORMONE.

ONE THAT PROMOTES *STUPIDITY.*

KILL HIM.

GOTTA PULL FREE!

GO NAB THE SKULL!

HE'S DUCKING BACK INTO THAT SECRET PASSAGE! IF I CAN GET TO HIM BEFORE THE WALL PANEL SLIDES SHUT--

--NO! WEIL'S THROWING THE SWITCH!

TRYING TO SET OFF THE BOMB!

SPING

CAN'T GET THROUGH THIS ARMY OF THUGS IN TIME TO STOP HIM! BUT MAYBE A SPIDER-TRACER--

--CAN!

SHPAP

"I DID IT! STOPPED THE SWITCH FROM MAKING CONTACT!"

NOW TO HELP THE *REST* OF THESE COSTUMED ZEALOTS MAKE CONTACT--

KUSASASSSS

SP

-- WITH *EACH OTHER!*

WAAUUGGHHH!

KRUDUMK

ZZZAZAK

BLAST! THERE'S ALWAYS ONE MORE...!

I DON'T HAVE TIME FOR YOU!

THWIPP

THWIPP

KRETCH

GOT TO GET INTO THAT SECRET PASSAGE! GO AFTER THE RED SKULL AND--

--HUH? A *DOZEN* PASSAGES? BUT WHICH ONE--?!

NUTS. BETTER CALL IN THE MILITARY. THEY HAVE THE *MANPOWER* TO DO THIS RIGHT!

BUT FIRST, I'LL RETRIEVE MY AUTOMATIC CAMERA! ALONG WITH A LITTLE ITEM I BORROWED--

--FROM THE PENTAGON *EVIDENCE* ROOM!

AND, SOMETIME LATER AT THE AFOREMENTIONED PENTAGON...

--WHEN I SENT SABRETOOTH TO ASSASSINATE THEIR PRIME MINISTER!

THIS IS ASTONISHING! ALL OF IT!

BUT WHAT'S *MOST* AMAZING IS THAT THOSE TUNNELS UNDER THE ARCHIVES ALL LED BACK INTO ONE ANOTHER!

THEY WENT *NOWHERE!*

OBVIOUSLY, THE RED SKULL HAD A *HIDDEN* ESCAPE EXIT! EVEN SO--

--THIS PHOTOGRAPHIC AND AUDIO EVIDENCE SHOULD BE PROOF ENOUGH THAT *AMERICA* WASN'T BEHIND THAT ASSASSINATION!

IT IS. I'VE BEEN ON THE PHONE TO THE ACTING PRIME MINISTER IN SYMKARIA.

HE'S AGREED TO SPONSOR A RESOLUTION *ABSOLVING* THE UNITED STATES.

I MADE A MISTAKE, SPIDER-MAN. YOU'RE A GOOD AMERICAN. I HOPE YOU'LL ACCEPT MY APOLOGY--*AND* YOUR COUNTRY'S GRATITUDE.

COLONEL, THE PLEASURE WAS MINE.

THANK YOU FOR HELPING TO SEE JUSTICE DONE, SPIDER-MAN.

A TOKEN OF OUR APPRECIATION--IN *CASH*-- WILL BE WAITING IN THE SYMKARIAN EMBASSY IN NEW YORK.

YOU DID A GRAND THING, SON. I JUST WISH I COULD HAVE HELPED MORE. I HOPE YOU UNDERSTAND... I DID WHAT I *HAD* TO DO.

SO DID I, CAP. WHEN IT COMES DOWN TO IT, I GUESS THAT'S ALL *ANY* OF US CAN DO.

AND SOMETIMES--

--THIS TIME--

--THAT'S ENOUGH.

MARVEL GRAPHIC NOVEL

the AMAZING SPIDER-MAN

PARALLEL LIVES

GERRY CONWAY • ALEX SAVIUK • ANDY MUSHYNSKY

STAN LEE PRESENTS

A

MARVEL

GRAPHIC NOVEL

THE AMAZING SPIDER-MAN

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THIS BOOK IS RESPECTFULLY DEDICATED
TO THE MEMORY OF
FRANK GIACOIA.

PROLOGUE (PETER'S STORY): "I DON'T REMEMBER MY PARENTS. THEIR NAMES WERE *RICHARD* AND *MARY PARKER*. AUNT MAY SHOWED ME A PICTURE OF THEM WHEN I WAS SEVEN YEARS OLD.

"MY MOTHER WAS BEAUTIFUL. HER EYES WERE THE COLOR OF AN OCTOBER SKY."

ARE YOU *SURE* THIS IS WHAT YOU WANT TO DO, RICHARD?

WHAT CHOICE DO WE HAVE, BEN?

WE CAN'T TAKE A CHILD WHERE WE'RE GOING.

AT LEAST HERE, THE BOY WILL BE SAFE WITH YOU AND MAY UNTIL WE RETURN.

THIS WORK YOU TWO ARE DOING--

IT HAS SOMETHING TO DO WITH THE *GOVERNMENT*, DOESN'T IT?

HUSH, BEN. IF YOUR BROTHER WANTED TO TELL US, HE'D TELL US.

WE WANT TO TELL YOU, MAY. BUT WE *CAN'T*.

SOMEDAY, AFTER IT'S OVER, WE'LL EXPLAIN EVERYTHING.

OUR PLANE LEAVES IN TWENTY MINUTES, HONEY.

WE'D BETTER GO.

TAKE CARE OF OUR SON, BEN.

IF ANYTHING HAPPENS TO US...

DON'T TALK *NONSENSE*.

OH, BEN-- LOOK AT HIM.

SUCH A SWEET BOY.

WE'RE SO VERY LUCKY TO HAVE YOU, PETER...

...EVEN IF IT IS FOR ONLY A SHORT, SHORT WHILE...

PROLOGUE (MARY JANE'S STORY)." I REMEMBER MY PARENTS *FIGHTING*. THEIR NAMES WERE *PHILIP* AND *MADELINE WATSON*. MY FATHER WANTED TO BE A WRITER.

"MY SISTER, GAYLE, AND I WERE ALWAYS CERTAIN THEIR BATTLES WERE OUR FAULT."

NO! *NO!* IT ISN'T COMING OUT RIGHT!

IT'S *TRASH!* EVERYTHING I WRITE IS *TRASH!*

PHILIP, PLEASE--! YOU'RE FRIGHTENING THE CHILDREN--

THE CHILDREN, THE CHILDREN-- THAT'S ALL I EVER HEAR FROM YOU!

HOW CAN I WRITE WHEN I'M LIVING IN A LUNATIC ASYLUM?

MOMMY--! DADDY--! PLEASE DON'T FIGHT! WE'LL BE GOOD!

PROMISE!

SHUT UP! SHUT UP! SHUT UP!

MADELINE, CAN'T YOU KEEP THOSE KIDS QUIET?

IT'S YOUR FAULT I CAN'T CONCENTRATE!

YOUR FAULT!!

S-SORRY, DADDY.

WE'LL BE GOOD, WON'T WE, MARY JANE?

WE WON'T MAKE ANOTHER SOUND!

PROMISE!

PETER: "MY PARENTS NEVER CAME BACK. YEARS LATER, I LEARNED THEY DIED ON A GOVERNMENT MISSION...

"...BUT FOR MOST OF MY CHILDHOOD, I WAS SURE THEIR LEAVING HAD SOMETHING TO DO WITH ME.

"IF ONLY I'D BEEN GOOD ENOUGH, THEY WOULDN'T HAVE GONE AWAY.

BEN, LOOK! PETER'S REPORT CARD CAME IN THE MAIL!

STRAIGHT *A*'S IN EVERY CLASS--

EXCEPT *PHYS ED*, I'LL BET.

RAKING LEAVES IS MY BEST SPORT.

GUESS I'M NOT CUT OUT TO BE A JOCK LIKE *FLASH THOMPSON*.

DON'T BE SO HARD ON YOURSELF, YOUNG MAN.

YOU CAN'T BE THE BEST AT EVERYTHING.

WE'RE SO *PROUD* OF YOU, DEAR.

I'M SURE YOUR PARENTS WOULD HAVE BEEN, TOO, IF ONLY THEY WERE--

MAY...!

OH, MY!

I'M SO THOUGHTLESS! WHY DO I SAY THESE THINGS?

IT'S OKAY, AUNT MAY. HONEST.

I HARDLY THINK ABOUT MOM AND DAD ANYMORE.

I JUST WANT TO MAKE *YOU* PROUD.

I JUST WANT TO BE GOOD FOR YOU.

MJ: "AFTER MAMA AND DAD BROKE UP, MAMA HAD A HARD TIME MAKING IT ON HER OWN. FOR A WHILE, *AUNT ANNA* TOOK US IN. ANNA WAS JUST ABOUT MY *FAVORITE* RELATIVE. SHE LIKED TO LAUGH, JUST LIKE ME.

"THE FIRST TIME I SAW PETER, I WAS THIRTEEN, HE WAS FOURTEEN. HE WAS RAKING LEAVES. EVEN THEN, I THOUGHT HE LOOKED CUTE...

"...IN A *NERDY* SORT OF WAY."

FLIRT WITH THAT BOY *LATER*, MARY JANE

MAMA NEEDS HELP SETTING OUT DINNER.

SORRY, SISTER O' MINE, NO CAN DO.

WET NAILS.

WOULDN'T WANT *FLAMINGO RED* ALL OVER AUNT ANNA'S GOOD CHINA, NOW, WOULD WE?

EVERYTHING'S A JOKE TO YOU.

WHEN ARE YOU GOING TO GET *SERIOUS?*

NEVER--

--IF I'M LUCKY!

HONESTLY, MARY JANE, YOU'RE SO *SELF-CENTERED.*

LET HER BE, GAYLE. IT'S JUST HER WAY OF DEALING WITH THE BREAKUP!

SHE'S *HURTING*...

SO AM I. SO ARE YOU. BUT SHE DOESN'T CARE.

SHE DOESN'T CARE ABOUT *ANYONE* BUT MARY JANE.

ANNA, WHAT SHOULD I DO?

DO YOU THINK GAYLE'S RIGHT?

I THINK YOU'RE LUCKY TO HAVE A DAUGHTER WHO'S SO FULL OF *LIFE*, MADELINE.

MARY JANE IS A DELIGHT.

TALKIN' 'BOUT MY-YYY GUY... MM-HMMM...

SHE'LL MAKE SOME MAN *VERY* HAPPY SOMEDAY...

Part I : the
SPIDER'S BITE

PETER: "I GUESS MY STORY *REALLY* BEGAN THAT DAY AT THE MIDTOWN HIGH SCIENCE HALL, DURING A DEMONSTRATION OF LOW-LEVEL RADIOLOGY...

"...WHEN A SMALL *SPIDER* ACCIDENTALLY RECEIVED A FANTASTIC DOSE OF RADIOACTIVITY AND STRUCK OUT IN BLIND PAIN AT THE NEAREST LIVING THING:

=OW!=

" ME.

" UP TILL THAT POINT, I WAS LIKE SOME OTHER KIDS MY AGE: LONELY AND LOST, A KIND OF *OUTCAST.*

"BUT ALL THAT CHANGED AFTER THE SPIDER'S BITE.

PRINCIPLES of PHYSICS
DR. ROBERT MELLOW

" I WAS FIFTEEN YEARS OLD."

A-A SPIDER! IT BIT ME! BUT, WHY IS IT *BURNING* SO? WHY IS IT *GLOWING* THAT WAY?

MY HEAD FEELS STRANGE! I-I NEED SOME AIR...

LOOKS AS IF OUR EXPERIMENT UNNERVED YOUNG PARKER.

TOO BAD. HE MUST HAVE A WEAK STOMACH.

HEY, BOOKWORM-- MEET ANY *CHICKS* AT THE ATOM-SMASHER?

YO, PARKER! I'M *TALKING* TO YOU!

I DON'T THINK PETER *HEARD* YOU, FLASH.

ACTUALLY, HE LOOKS KINDA *SICK*. MAYBE HE NEEDS A DOCTOR...

AW, WIMPS LIKE PARKER *ALWAYS* LOOK LIKE THEY NEED A DOCTOR, LIZ.

FORGET HIM. C'MON-- HELP ME PRACTICE MY *FORWARD PASS*.

FLASH THOMPSON, YOU'RE *INCORRIGIBLE*.

GEE... THANKS!

WHAT'S *HAPPENING* TO ME? I FEEL-- DIFFERENT!

AS THOUGH MY ENTIRE BODY WERE CHARGED WITH SOME SORT OF FANTASTIC *ENERGY*...

HONK HONK

HONK

≠EYOWWW!≠

WHAT'S COME OVER ME?

I-I'M SCALING THIS WALL JUST AS EASILY AS I CAN *WALK!*

MOMMY! LOOK AT THE MAN WALKING UP THE BUILDING!

OH, *REALLY?*

THAT'S THE LAST HORROR MOVIE I TAKE *YOU* TO, YOUNG MAN!

IT'S *INCREDIBLE!* I REACHED THE ROOF IN JUST A FEW SECONDS!

HUH?

NOW WHAT?

I CRUSHED THIS STEEL PIPE AS IF IT WERE *PAPER.*

IT WAS THAT *SPIDER*-- IT HAS TO BE!

SOMEHOW, IN SOME MIRACULOUS WAY--

--THE SPIDER'S BITE TRANSFERRED HIS POWER-- TO *ME!*

WOW! THIS IS *GREAT!*

WITH POWERS LIKE THESE, I CAN FINALLY *BE* SOMEBODY!

IF THOSE KIDS AT SCHOOL--

--THE ONES WHO CALL ME *BOOKWORM*-- LIKE FLASH THOMPSON--

--COULD SEE ME *NOW!*

HA!

"A FEW MINUTES LATER, AFTER REACHING THE STREET UNSEEN...

$100, HMMM?

THIS MIGHT BE A GOOD CHANCE TO TEST MY POWERS... AND SEE JUST HOW FAST AND STRONG I'VE BECOME!

$100 TO THE MAN WHO CAN STAY IN THE RING 3 MINUTES WITH CRUSHER HOGAN

"I PRACTICALLY *RAN* HOME, BUT MY MIND WAS RACING FASTER THAN MY FEET...

JUST IN CASE I FAIL, I DON'T WANT TO BE A *LAUGHING STOCK*...

I'LL FIND SOME WAY TO *DISGUISE* MYSELF!

"BACK AT THE GYM...

I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!

WELL, WELL! IF IT AIN'T A LITTLE MASKED MARVEL!

STEP *UP*, SUCKER!

I'LL TRY TO MAKE THIS AS *PAINLESS* AS POSSIBLE!

HEH.

HEY!

IT *WORKS!*

I HAVE THE SPEED, AGILITY AND *STRENGTH* OF A GIGANTIC SPIDER!

WHAT DO YOU SAY, BIG GUY?

PUT ME *DOWN!*

YOU WIN! *YOU WIN!*

LISTEN, FRIEND-- MY NAME'S MAXIE. I'M A BOOKING AGENT FOR CONCERTS, TV SHOWS, PERSONAL APPEARANCES.

AN ACT LIKE YOURS CAN MAKE A *FORTUNE*. TAKE MY CARD.

CALL ME, WE'LL DO SOME BUSINESS.

SURE...

"BACK HOME AGAIN, I WAS RIDING HIGH...

SHOWMANSHIP, HUH? HE HASN'T SEEN *ANYTHING* YET...

OH, HI, AUNT MAY.

YOU LOOKED A LITTLE TIRED, PETER--

-- SO WE BROUGHT YOU SOME COOKIES AND MILK.

THANKS, AUNT MAY. YOU GUYS ARE THE *BEST*.

COOKIES AND MILK! CHUCKLE

IF THEY ONLY *KNEW*...

" BUT I DIDN'T *WANT* THEM TO KNOW... NOT YET. AND AFTER THEY LEFT, I REALLY GOT BUSY..."

SINCE I HAVE THE *POWERS* OF A SPIDER, I'LL DESIGN MYSELF A *SPIDER COSTUME!*

SO IT'S HOKEY. SO *SUE* ME.

NOW, LET'S SEE-- A SPIDER NEEDS A *WEB.*

THIS OLD SCIENCE PROJECT MIGHT JUST DO THE *TRICK.*

I'LL FASTEN ONE TO EACH ARM--

--WITH PRESSURE SWITCHES SENSITIVE TO THE SLIGHTEST TOUCH OF ANY FINGER.

"*BOOKWORM,*" HUH?

LET 'EM LAUGH!

THWIPP

THWIPP

ONLY AN HONOR-LEVEL SCIENCE STUDENT COULD HAVE CREATED A HIGH-ADHESION "*WEB-FLUID*" LIKE THIS!

THE LAST THING I NEED IS A *NAME* TO GO WITH THE DISGUISE.

SOMETHING CORNY, BUT *DRAMATIC.*

I'VE GOT IT!

OK, WORLD-- HANG ONTO YOUR HAT!

HERE COMES *SPIDER-MAN!*

"THAT SAME FALL I WAS *FOURTEEN.*

"WE WERE LIVING WITH MAMA'S COUSIN, FRANK BROWN, IN PITTSBURGH, AND I WAS A FRESHMAN IN HIGH SCHOOL.

WHOO-WEE!

THOSE EYES, THAT HAIR! HOW ABOUT A DATE SATURDAY NIGHT, GORGEOUS?

SORRY, TIGER! I'M BOOKED TILL SPRING! BUT YOU'RE *CUTE!*

GIVE ME A CALL NEXT APRIL, AND I'LL TRY TO FIT YOU IN FOR *JUNE!*

AW, RED-- YOU'RE BREAKIN' OUR HEARTS!

=HMPH!=

A GIRL'S GOTTA HAVE A *HOBBY,* HANDSOME.

SEE YOU NEXT YEAR, DREAMBOAT.

WHAT A BABE!

LOOKIT THAT HAIR!

FORGET THE HAIR, LOOKIT THOSE *JEANS!*

FLIRT.

HUSSY.

=HMPPH!=

"EVERYBODY THOUGHT I WAS SUCH A SWINGER.

"MARY JANE WATSON, THE *PARTY ANIMAL.*

"NOT A THOUGHT IN HER HEAD, A HEART FULL OF FUN.

"IF THEY ONLY KNEW...

"I HAD TO LAUGH, BECAUSE I KNEW IF I STARTED CRYING...

"... I WOULDN'T EVER BE ABLE TO *STOP*.

"A FEW YEARS BEFORE, WE'D GONE TO LIVE WITH MAMA'S COUSIN, FRANK BROWN.

"A RECENT WIDOWER, FRANK ASKED MOM TO KEEP HOUSE FOR HIM AND HIS THREE CHILDREN.

"SHE WAS GLAD TO DO IT, BUT LIVING WITH FRANK WAS A PRETTY ROUGH EXPERIENCE...

NO BLASTED *TOYS* ON THE FLOOR, MADELINE! IS THAT SO MUCH TO ASK?

I COULD'VE BROKEN MY *NECK* ON THIS THING!

I'M SORRY, FRANK.

AND THAT DAUGHTER OF YOURS, ALWAYS PLAYING THE *RADIO* OR *TV*--

WHAT I'D GIVE FOR SOME *QUIET*...

DING DONG

I'LL GET IT.

EH? *GAYLE*?

HI, FRANK! WHERE'S-- *MAMA*!

WHY, GAYLE AND TIMMY-- WHAT A SURPRISE!

"MY SISTER, GAYLE, HAD MARRIED *TIMMY BYRNES* THE YEAR BEFORE, STRAIGHT OUT OF HIGH SCHOOL.

"THEY HAD SUCH *PLANS* FOR THEIR LIFE TOGETHER...

"...UNTIL GAYLE GOT *PREGNANT.*

"WAS I THE ONLY ONE WHO NOTICED HOW *UNHAPPY* TIMMY SEEMED?

" HE WAS JUST NINETEEN... BUT HE LOOKED SO HAGGARD, SO DESPERATE.

" LIKE A CAGED ANIMAL.

"THAT LOOK *FRIGHTENED* ME. I'D SEEN IT BEFORE.

WHAT DO YOU SAY TO A FAMILY DINNER, MJ? OUR TREAT?

DINNER?

OH, GEE, *SOR-REEE*, SISTER DEAR... I'VE GOT OTHER PLANS.

TUESDAY'S MY *TV* NIGHT.

TV?

MARY JANE, GAYLE AND TIMMY ARE YOUR *FAMILY*--

FORGET IT, MOM. WHAT'S THE *USE*?

MARY JANE HAS AS MUCH INTEREST IN FAMILY AS A CAT HAS IN SHAKESPEARE.

"I GUESS THAT'S WHY I ADMIRED *SPIDER-MAN.* JUST ABOUT THEN, HE STARTED APPEARING ON *TV* -- *GOOD MORNING AMERICA*, THE *CARSON SHOW*, EVEN *CELEBRITY OLYMPICS.*

" I LIKED HIM 'CAUSE HE *ENJOYED* LIFE,,, AND EVEN MORE IMPORTANT...

"...*HE* WORE A MASK, TOO."

"EVERY WORD HURT, BUT I WOULDN'T LET IT SHOW. I LEARNED LONG AGO *NEVER* TO EXPOSE MY FEELINGS.

"BESIDES, HOW COULD I TELL GAYLE HOW MUCH TIMMY'S PAIN FRIGHTENED ME WHEN SHE COULDN'T SEE IT?

PETER: "IT WAS EVERYTHING I'D EVER WANTED, AND MORE. I WAS A HIT, A *STAR*.

I'M FROM *PEOPLE MAGAZINE!* WE'LL PAY ANY PRICE FOR A PHOTO SPREAD!

SIGN WITH *ME!* I'LL PUT YOU IN THE MOVIES!

WAIT! WE WANT AN *INTERVIEW!*

SEE MY AGENT, BOYS. I'M *BUSY*.

"YEAH, WHAT A DEAL. FOR THE FIRST TIME IN MY LIFE I FELT AS IF I WERE SOMEONE *SPECIAL*. AND THEN...

HUH?

STOP! THIEF! STOP HIM!

IF HE GETS TO THE *ELEVATOR*, HE'LL--

MADE IT!

I'M SAFE NOW! THAT SECURITY GUARD CAN'T GET DOWN TO THE LOBBY AS FAST AS I CAN IN THIS EXPRESS ELEVATOR!

LUCKY THAT GOON IN A COSTUME DIDN'T STOP ME!

WHAT'S *WITH* YOU, MISTER?

ALL YOU HAD TO DO WAS *TRIP* HIM--OR *HOLD* HIM FOR JUST A MINUTE!

SORRY, PAL-- THAT'S *YOUR* JOB.

MY JOB? WHY, YOU LITTLE--

SAVE YOUR BREATH, BUDDY. I'M THROUGH BEING PUSHED AROUND--BY *ANYONE*.

FROM NOW ON I JUST LOOK OUT FOR *NUMBER ONE*.

THAT MEANS *ME*.

"ALL THOSE YEARS OF NOT BEING GOOD ENOUGH... AND NOW I WAS *BETTER* THAN ANYONE.

" I LOVED IT.

"MEANWHILE, UNCLE BEN AND AUNT MAY STILL HAD *NO IDEA* WHAT WAS GOING ON. I KEPT MEANING TO TELL THEM...

PETER, YOU KNOW THAT *MICROSCOPE* YOU WANTED?

YOUR UNCLE AND I *BOUGHT* IT FOR YOU THIS AFTERNOON.

GOSH, THIS IS *TERRIFIC!*

YOU'RE THE GREATEST FAMILY A FELLA EVER HAD.

"...BUT SOMEHOW THE TIME WAS NEVER *RIGHT.*

YOUR AUNT AND I HAVE NOTICED A *CHANGE* IN YOU THESE LAST FEW WEEKS, PETER...

...A CHANGE FOR THE *GOOD*, I MIGHT SAY.

WHAT'S YOUR *SECRET*? GOT YOURSELF A GIRLFRIEND?

A GIRL? ME? NO SUCH LUCK.

BUT WHAT DO YOU MEAN, I'VE CHANGED? CHANGED HOW?

OH, LITTLE THINGS. WHISTLING AT BREAKFAST... HUMMING IN THE SHOWER...

LAST NIGHT WHILE WE WERE WATCHING THAT NEWS SHOW YOU ACTUALLY *LAUGHED* OUT LOUD.

YOU'RE JUST MORE *CHEERFUL*, MY BOY, AND WE'RE GLAD.

YOU WERE ALWAYS SO *SERIOUS*, SOMETIMES WE WORRIED YOU'D NEVER LEARN TO ENJOY LIFE.

LIFE IS A PRECIOUS GIFT, PETER. LIVE IT TO THE FULLEST.

I WILL UNCLE BEN.

"IF THEY ONLY KNEW."

MJ: "IF THEY ONLY KNEW.

"DURING THANKSGIVING BREAK, I WENT TO STAY AT AUNT ANNA'S HOUSE.

"ONE NIGHT SOME NEIGHBORHOOD KIDS WERE HAVING A PARTY...

HEY, MJ!

EVERYBODY'S ASKIN' FOR YOU!

ANYTHING WRONG?

WRONG?

WITH MARY JANE WATSON, GIRL GADABOUT?

GET SERIOUS!

BREAK OUT THE *BEE-GEES*, BLAST UP THE BASS AND LET'S *HUSTLE!*

THIS GIRL WANTS TO *DANCE!*

IT'S PARTY TIME!

WHAT A GIRL!

I'LL SAY! SHE'S TERRIFIC!

"... BUT ALL I COULD THINK ABOUT WAS *GAYLE* AND *TIMMY*, AND THE LOOK IN TIMMY'S EYES.

" IF THEY ONLY KNEW. "

" IF THEY ONLY KNEW.

"EVERY NEWSPAPER IN NEW YORK HAD ME ON ITS FRONT PAGE...

DAILY VOICE
SPIDER-MAN GETS T.V

The Viewer
EXTRA
SPIDER-MAN PLAYS TO PACKED HOUSE!

DAILY BUGLE
SPIDER-MAN-- OR MENACE?

Newsday
WHO IS SPIDE

"... PEOPLE MAGAZINE WAS PLANNING A COVER STORY FOR THEIR SPECIAL THANKSGIVING ISSUE...

"... CBS WANTED ME FOR A PRIME-TIME CHRISTMAS SPECIAL WITH HARVEY KORMAN AND TIM CONWAY...

"... AND MAXIE WAS PROJECTING A SIX-FIGURE INCOME BY THE END OF THE YEAR.

"BUT EVEN WHILE IT WAS HAPPENING I KNEW SOMETHING WAS WRONG.

" I KNEW IT COULDN'T LAST..."

"...AND IT *DIDN'T.*"

A POLICE CAR--IN FRONT OF OUR HOUSE?

WHAT'S WRONG?

BAD NEWS, SON. YOUR AUNT'S NEXT DOOR. THE NEIGHBORS ARE LOOKING AFTER HER. BUT--YOUR *UNCLE*--HE'S BEEN SHOT--

--*MURDERED!*

UNCLE BEN--*DEAD?*

NO! NO, IT *CAN'T* BE!

WHO DID IT? *WHO SHOT HIM?*

A *BURGLAR*--YOUR UNCLE SURPRISED HIM. BUT DON'T WORRY, LAD, WE'VE GOT HIM TRAPPED AT THE OLD *ACME* WAREHOUSE.

MJ: "I WAS AT AUNT ANNA'S WHEN THEY BROUGHT MAY PARKER IN. SHE WAS CRYING, HYSTERICAL. I WANTED TO *RUN.*

"THAT'S WHEN I SAW HER NEPHEW, *PETER,* OUTSIDE.

"I COULDN'T HEAR WHAT PETER AND THE COP WERE SAYING. MAY PARKER WAS MOANING LIKE AN OLD, OLD WOMAN. FINALLY, SHE QUIETED DOWN...

"...BUT BY THAT POINT PETER WAS RUSHING INSIDE THE PARKER HOUSE.

"I KEPT WATCHING.

"I DON'T KNOW WHY.

" I GUESS I JUST DIDN'T WANT TO THINK ABOUT MRS. PARKER *CRYING*.

" I SHOULD NEVER HAVE LOOKED.

" A MINUTE AFTER PETER WENT INSIDE I SAW A *SHADOW* CRAWL OUT AN UP-STAIRS WINDOW.

" NO, NOT A SHADOW. IN THE MOONLIGHT I COULD SEE HIM CLEARLY...

...SPIDER-MAN...

"...AND I KNEW..."

...PETER PARKER IS SPIDER-MAN...

OH, WOW.

DID YOU SAY SOMETHING, MARY JANE?

WHO, WHAT, *ME*? NOT A THING!

OH, I THOUGHT-- WELL, NEVER MIND. COULD YOU HELP US WITH--

WISH I COULD, MAMA DEAR--

--BUT I'VE GOT A *PARTY* TONIGHT--

--AND YOU KNOW MY MOTTO--

"...NEVER MISS A GOOD TIME..."

PETER: "I KNEW THE ACME WAREHOUSE, IT'D BEEN DESERTED FOR YEARS.

"THE KILLER COULD HOLD OFF AN *ARMY* IN THAT GLOOMY OLD PLACE.

"BUT HE WOULDN'T HOLD OFF *SPIDER-MAN.*

HE'S IN THERE SOME-WHERE--

-- BUT HE'LL PICK US OFF LIKE *FLIES* IF WE CHARGE HIM!

ALL I GOTTA DO IS HOLD 'EM OFF TILL THE *MOON* GOES DOWN--

THEN I OUGHTA BE ABLE TO SLIP AWAY IN THE DARK.

YOU'LL NEVER ESCAPE *AGAIN,* MURDERER!

HUH?

WHAT THE--!?

SURPRISED TO SEE ME?

TWIPP

NOT *HALF* AS SURPRISED AS YOU'RE *GOING TO BE!*

GOTTA GET AWAY! GOTTA *HIDE!*

I MUST BE *SEEING* THINGS!

FACE FACTS, PAL.

THERE'S NO PLACE ON EARTH WHERE YOU CAN HIDE--

KRAK

-- FROM *ME!*

THAT--THAT *FACE!* IT'S--

OH, NO, IT *CAN'T* BE!

THE THIEF WHO RAN *PAST* ME AT THE STUDIO! THE ONE I DIDN'T *STOP* WHEN I HAD THE CHANCE!

"THE REST OF THAT NIGHT IS PRETTY VAGUE.

"I GUESS I HANDED THE KILLER OVER TO THE POLICE...

"...BUT ALL I *REALLY* REMEMBER IS TELLING MYSELF OVER AND OVER..."

MY FAULT-- ALL *MY FAULT!*

IF ONLY I'D STOPPED HIM WHEN I COULD HAVE--!

BUT I DIDN'T-- AND NOW UNCLE BEN IS DEAD--

--AND IT'S ALL MY FAULT...

"THE REST OF THAT NIGHT IS PRETTY VAGUE.

"I REMEMBER DANCING, AND TELLING MYSELF OVER AND OVER...

"...'I DIDN'T SEE WHAT I SAW, I DIDN'T SEE WHAT I SAW, I DIDN'T, I DIDN'T'..

"...BUT NO MATTER HOW MUCH I DANCED, NO MATTER HOW HARD I PARTIED, THE MEMORY JUST *WOULDN'T* GO AWAY..."

FIRST INTERLUDE: UPSTATE NEW YORK, A FEW MILES BEYOND THE CITY LIMITS...

US ATOMIC RESEARCH CENTER ROCHESTER, NEOPLZ OF OTTO'S, N.Y.T

WELL, WELL -- HERE COMES DOCTOR OCTOPUS.

DOCTOR *OCTOPUS*? WHY DO THEY CALL HIM THAT?

ACTUALLY, HIS NAME'S *OTTO OCTAVIUS* BUT -- WATCH, YOU'LL SEE.

IT'S THAT SPECIAL *CONTRAPTION* OCTAVIUS WEARS, WHICH ENABLES HIM TO PERFORM EXPERIMENTS WITH *RADIOACTIVE ISOTOPES* FROM BEHIND A LEAD-GLASS WALL.

QUITE AN ELEGANT PIECE OF MACHINERY.

YES, ISN'T IT? OCTAVIUS DESIGNED IT HIMSELF, AND HE'S THE *ONLY* SCIENTIST PERMITTED TO WEAR IT.

A BRILLIANT MAN, OUR OTTO --

-- BUT ALSO A BIT OF A *LONER*.

HE LIVES FOR HIS WORK. AS FAR AS I'VE SEEN, HE HAS NO SOCIAL LIFE.

NO FRIENDS, NO FAMILY?

NONE I'VE EVER MET.

I ASKED HIM TO JOIN MY WIFE AND ME FOR DINNER, ONCE.

OTTO JUST *STARED* AT ME. NATURALLY, I NEVER ASKED AGAIN.

HOW SAD.

OH, I DON'T KNOW. AT LEAST HE *SEEMS* HAPPY -- EH?!

GOOD LORD! THE RADIATION METER! IT'S REGISTERING OFF THE SCALE!

EVACUATE! THE SMALL PILE'S GOING TO--

MIRACULOUSLY, THE EXPLOSION IS MINOR--

-- THE EQUIVALENT OF A HAND GRENADE--

-- AND THUS BARELY SCORCHES THE CONCRETE CONTAINMENT STRUCTURE'S REINFORCED WALLS.

IN AN EVEN GREATER MIRACLE, ONLY ONE MAN IS INJURED... OTTO OCTAVIUS.

HE ABSORBED A GREAT DEAL OF RADIATION-- HE'S LUCKY TO BE ALIVE.

POOR GUY DOESN'T LOOK SO GOOD.

BUT WHEN HE WAKES IN A LOCAL HOSPITAL, HIS MIND UNBALANCED BY HIS INJURY... OCTAVIUS FINDS HIMSELF FUSED TO THE MECHANICAL ARMS THAT GAVE HIM HIS NICKNAME...

... ARMS THAT NOW RESPOND TO HIS TELEPATHIC CONTROL.

BARS ON MY WINDOW?

ARE THEY TRYING TO MAKE A PRISONER OF ME? THE FOOLS!

RRRRIPPPPP

I HEAR THE NAME THEY CALL ME BEHIND MY BACK. DO THEY THINK ME DEAF?

"DOCTOR OCTOPUS," INDEED!

LET THEM MOCK ME NOW...!

DOCTOR OCTOPUS... INDEED!

END OF INTERLUDE

part 2

ENCOUNTERS

PETER: "AFTER UNCLE BEN DIED, EVERYTHING CHANGED.

"I'D LEARNED A BITTER LESSON: WITH GREAT POWER COMES GREAT *RESPONSIBILITY.*

"PRETTY SOON IT SEEMED EVERY TIME I TURNED AROUND--

"-- I WAS FIGHTING SOME NEW *SUPER-VILLAIN* WITH A ROTTEN ATTITUDE AND A CORNY NAME.

"THE CHAMELEON, THE VULTURE, DR. OCTOPUS, THE SANDMAN, THE LIZARD, ELECTRO, THE GREEN GOBLIN...

"ONE OF THE WORST WAS A NUTBALL CALLED *KRAVEN THE HUNTER.*

"KRAVEN HAD BEEN HIRED BY THE CHAMELEON TO 'DISPOSE' OF ME.

"THE FIRST TIME WE FOUGHT, HE SCRATCHED ME WITH A POISON DART.

I'VE WON, SPIDER-MAN!

MY POTION WILL WEAKEN YOU ENOUGH FOR ME TO BEAT YOU ANY TIME I DESIRE!

BUT, I'LL PROLONG MY ENJOYMENT! I'LL FINISH YOU OFF SOME OTHER TIME!

WHOA! WHERE DO THESE GUYS COME FROM?

I'M GETTING DIZZIER BY THE MINUTE!

I'LL GRAB MY CAMERA FROM WHERE I LEFT IT, AND TRY TO MAKE IT HOME...

"BY THEN I WAS SELLING NEWS PHOTOS OF SPIDER-MAN TO JONAH JAMESON AT THE DAILY BUGLE.

"IT DIDN'T PAY A LOT, BUT IT HELPED AUNT MAY PAY THE BILLS.

"I FELT SO GUILTY ABOUT UNCLE BEN'S DEATH, I WOULD HAVE DONE ANYTHING FOR HER...

"WELL, ALMOST ANYTHING.

PETER, DEAR, I'VE GOT SOME GOOD NEWS!

I'VE ARRANGED A DATE FOR YOU WITH ANNA WATSON'S NIECE!

A BLIND DATE! OH, BROTHER!

Kellogg's SPECIAL K

UH, THANKS, AUNT MAY, BUT--

NO "BUTS!" IT'S TIME YOU THINK SERIOUSLY ABOUT YOUR FUTURE!

YOU'LL WANT A GIRL WHO'LL MAKE A GOOD HOUSE-WIFE--SOMEONE LIKE MRS. WATSON'S NIECE!

HOUSEWIFE? ≠SHEESH!≠

MJ: " WHEN I HEARD WHAT AUNT ANNA HAD DONE, I JUST ABOUT HAD KITTENS!

A BLIND DATE?

AUNT ANNA, I HAVE HALF THE GUYS IN SCHOOL BACK HOME DROOLING ON MY SHOES!

THE *LAST* THING I NEED IS A NIGHT OUT WITH SOME GEEK WHO CAN'T GET A DATE ON HIS OWN!

I'D HARDLY CALL PETER PARKER A "GEEK," MARY, DEAR. HE'S A QUIET, SENSITIVE BOY.

YEAH, SO WAS MY DAD.

SAVE ME FROM SENSITIVE BOYS.

MARY JANE, YOU CAN'T COMPARE PETER PARKER WITH YOUR FATHER.

PETER IS SO *RESPONSIBLE.*

HEY, JUST KIDDING.

LOOK, I'M MEETING SOME KIDS AT THE MALL.

WE'LL TALK *LATER,* OKAY?

"WHY DID I SAY THAT? DID I REALLY THINK PETER WAS LIKE MY FATHER? WHY WOULD I THINK THAT?

"BECAUSE PETER HID THE *TRUTH* ABOUT HIMSELF BEHIND A MASK?

"MAYBE.

"ALL I KNEW WAS THAT I FELT *SUFFOCATED* BY THE IDEA OF DATING PETER PARKER.

"SUFFOCATED... AND TERRIBLY, TERRIBLY *AFRAID.*"

PETER: "SO MUCH FOR *KRAVEN THE HUNTER.*

"AFTER A NIGHT IN CENTRAL PARK WHEN KRAVEN PURSUED ME THE WAY HE'D STALK A WILD BEAST...

"...I FINALLY SPRANG A TRAP ON HIM OF MY *OWN*...

HMMM, NOW WHAT DO I *DO* WITH YOU?

YOU'RE TOO BAD-TEMPERED TO KEEP AS A PET...

...AND MUCH TOO OLD TO *ADOPT.*

I GUESS I'LL JUST LEAVE YOU HERE TILL THE POLICE FIND YOU.

--IF YOU PROMISE NOT TO TRY TO HUNT THE FIRST LITTLE BUNNY RABBIT OR SQUIRREL THAT HOPS BY!

"I ENJOYED THAT...

"...ALMOST AS MUCH AS I ENJOYED JONAH JAMESON'S REACTION TO MY PHOTOS OF KRAVEN'S CAPTURE...

PARKER, YOU DESERVE A BONUS!

MISS BRANT, GIVE PARKER ONE OF MY *PERSONAL* BARS OF MILK CHOCOLATE!

GEE...THANKS, J.J.J.

PETER, IF YOU'D LIKE... I-I'M NOT DOING ANY-THING TONIGHT...

OH, WOW... I'VE BEEN AFTER BETTY FOR MONTHS...

...BUT I PROMISED AUNT MAY I'D SEE THAT WATSON GIRL TONIGHT...

SORRY, BETTY--I CAN'T MAKE IT! BUT MAYBE TOMORROW--

NEVER MIND! I SHOULDN'T HAVE SAID ANYTHING.

I FEEL SO *FOOLISH*...

WHY AM I ALWAYS IN THE *MIDDLE?*

I CAN'T BRING MYSELF TO SAY "*NO*" TO AUNT MAY--

--SO I END UP HURTING THE GIRL I CARE FOR!

"BY THE TIME I GOT HOME, I'D CONVINCED MYSELF ANNA WATSON'S NIECE WAS PROBABLY A REFUGEE FROM A HORROR MOVIE..."

PETER, DEAR, I'M AFRAID I HAVE BAD NEWS.

MRS. WATSON'S NIECE HAS A *HEADACHE*-- SHE CAN'T SEE YOU TONIGHT.

I HOPE YOU'RE NOT TOO DISAPPOINTED, DEAR.

GOSH, AUNT MAY--IT *IS* A SHOCK!

BUT I'LL BE BIG ABOUT IT!

HELLO, BETTY? THIS IS PETER--

YOU *KNOW* WHICH PETER!

AW, BETTY-- DON'T BE THAT WAY!

WAIT--! DON'T HANG UP!

BETTY?

GREAT.

MJ: "AUNT ANNA WAS SO SWEET, I ALMOST FELT GUILTY FOR LYING ABOUT MY 'HEADACHE' THAT NIGHT...

I MADE YOU A NICE HOT *TODDY*, MARY, DEAR.

NOW YOU SETTLE DOWN AND AFTER THE NEWS WE'LL WATCH "*WELCOME BACK, KOTTER*" WITH THAT SWEET TRAVOLTA BOY.

THANKS, AUNT ANNA.

TOO BAD I HAVE TO GO HOME TO PHILADELPHIA TOMORROW...

...I GUESS I WON'T GET TO MEET PETER 'TILL THE NEXT TIME I'M IN TOWN.

SUCH A SHAME.

YOU TWO WOULD HAVE MADE A *LOVELY* COUPLE.

"I DIDN'T SEE PETER AGAIN FOR *TWO YEARS.*"

PETER: "THE NEXT TWO YEARS WERE *INCREDIBLE.*

"I WAS ON A ROLL, FIGHTING VILLAINS LEFT AND RIGHT...

"...DATING BETTY BRANT AND A HIGH SCHOOL CLASSMATE NAMED *LIZ ALLAN*...

"...SELLING PHOTOS OF SPIDEY TO THE *DAILY BUGLE*...

...AND WINNING A SCIENCE SCHOLARSHIP TO *EMPIRE STATE UNIVERSITY.*

"THE DAY I GRADUATED HIGH SCHOOL, I FELT AS IF THINGS WERE *FINALLY* GOING MY WAY...

...EVEN IF I DID HAVE TO SQUIRM THROUGH *JONAH JAMESON'S* SELF-SERVING COMMENCEMENT ADDRESS...

WELCOM
CLASS OF

"THE ONLY SOUR NOTE CAME WHEN LIZ ALLAN BROKE UP WITH ME. I'D NEVER REALIZED HOW MUCH SHE CARED ABOUT ME.

"I GUESS BY THE TIME I FINALLY NOTICED HER, IT WAS *TOO LATE.*

"THE TRUTH WAS, I WAS SO BUSY BEING *SPIDER-MAN*, I HARDLY NOTICED WHAT WAS HAPPENING TO *ANYONE* AROUND ME...

HEY, PRETTY LADY--

HOW WOULD YOU AND MRS. WATSON LIKE AN ICE CREAM SUNDAE?

PETER! MY *DIET...!*

LIVE A LITTLE, ANNA.

A GUY DOESN'T GRADUATE HIGH SCHOOL *EVERY* DAY, Y'KNOW.

PETER PARKER, YOU ARE *WICKED.*

"NO, I WAS SO ABSORBED IN *MYSELF*, I DIDN'T EVEN NOTICE AUNT MAY'S *DIZZY SPELLS*...

"... UNTIL, THE DAY BEFORE I STARTED CLASSES AT COLLEGE...

AUNT MAY! WHAT'S WRONG?

NOTHING, PETER-- I-I JUST FEEL-- SO WEAK--

SHE'S... SHE'S *FAINTED!*

I'VE GOT TO CALL *DR. BROMWELL*...

"BROMWELL PUT AUNT MAY IN THE HOSPITAL...

"... AND JUST LIKE THAT, MY *LIFE* FELL APART.

"NEXT DAY, AT E.S.U., WHEN FLASH THOMPSON TRIED TO INTRODUCE ME TO TWO NEW CLASSMATES--

YO, PETER!

"-- I WAS SO *PRE-OCCUPIED* I NEVER HEARD HIM.

SOME *FRIEND* YOU'VE GOT THERE, FLASH.

KNOCK IT OFF, HARRY. PARKER'S NO FRIEND OF MINE.

WELL, HE *SEEMS* NICE ENOUGH.

" *HARRY OSBORN* AND *GWEN STACY*...

"...TWO PEOPLE WHO'D COME TO MEAN A *LOT* TO ME, OVER THE *YEARS.*

" BUT RIGHT THEN, THE ONLY PERSON *I* CARED ABOUT WAS *DYING*...

I'M SORRY, PETER.

IN SOME MYSTERIOUS WAY, MRS. PARKER ABSORBED A *RADIOACTIVE PARTICLE* INTO HER BLOOD...

...THERE'S NOTHING WE CAN DO.

NO! THIS IS *MY* FAULT! YEARS AGO, AUNT MAY NEEDED A TRANSFUSION-- AND I DONATED *MY* BLOOD!

THE RADIOACTIVITY THAT MADE ME *SPIDER-MAN* MUST HAVE GOTTEN INTO HER BLOODSTREAM! NOW IT'S *KILLING* HER!

IT'S MY FAULT! *MINE!*

"I NEEDED HELP, A SCIENTIST WHO SPECIALIZED IN BIOCHEMISTRY. I THOUGHT OF *DR. CURT CONNORS*...

"...WHO ONCE LED A JEKYLL AND HYDE DOUBLE-LIFE AS *THE LIZARD.*

I'VE READ OF A NEW RADIATION POISONING TREATMENT--A SERUM CALLED *ISO-36!*

IF IT'S AS *POTENT* AS CLAIMED, IT MIGHT HELP US...

THEN *ORDER* IT! HURRY!

"BUT, AS I LATER FOUND OUT, WE WEREN'T THE *ONLY* ONES INTERESTED IN THAT PARTICULAR SERUM...

GOOD NEWS, MASTER PLANNER!

WE JUST LEARNED OF A SHIPMENT OF *ISO-36* ARRIVING FROM THE WEST COAST!

WHAT A STROKE OF LUCK!

IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH!

USE EVERY AVAILABLE MAN! I MUST HAVE THAT *SERUM.*

" HOURS LATER, AT CONNORS' LAB...

WHAT'S THAT? THE SERUM--STOLEN AT THE AIRPORT?

YOU SAY THE DESCRIPTION FITS THE *MASTER PLANNER'S* GANG?

NO!

DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE *BACK*-- WITH THE SERUM!

WHOEVER THE *MASTER PLANNER* IS--WHEREVER HE IS-- I'LL *GET* HIM!

MY MONEY'S ON YOU, MISTER! GOOD LUCK!

" *THE MASTER PLANNER* WAS A CRIMINAL MYSTERY MAN WHOSE COSTUMED THUGS HAD BEEN ROBBING ATOMIC RESEARCH LABS FOR THE LAST SEVERAL WEEKS.

" THE FEW TIMES I'D RUN INTO THEM, WE'D BATTLED TO A *DRAW.*

" BUT *SHE* WASN'T GOING TO DIE! NO MATTER *WHAT* THE COST, I'D *SAVE* HER!

" FINALLY, AFTER SEARCHING ALMOST EVERY UNDERWORLD DEN IN FIVE BOROUGHS...

" I'D MEANT TO TRACK THEM DOWN, BUT NEVER FOUND THE TIME. TOO BUSY WITH STARTING COLLEGE. TOO BUSY WITH *ME.*

" I'D BEEN *IRRESPONSIBLE*, AND NOW AUNT MAY WAS PAYING FOR IT--WITH HER LIFE.

" JUST LIKE *UNCLE BEN.*

SPIDER-SENSE... TINGLING!

THIS IS IT! THE UNDERWATER TUNNEL! I'VE FOUND *THE MASTER PLANNER...*

...DOCTOR OCTOPUS?

HE'S GOT THE SERUM!

SO, SPIDER-MAN-- WE MEET ONCE MORE! OUR FINAL MEETING, I FEAR!

NEVER AGAIN WILL YOU INTERFERE WITH THE PLANS OF YOUR SUPERIORS!

BEANS! I'VE BEATEN YOU BEFORE, AND I'LL DO IT AGAIN! -- NO MATTER WHAT YOU CALL YOURSELF!

FOR AUNT MAY'S SAKE, I'VE GOT TO WIN!

ARROGANT FOOL! YOU'RE FIGHTING ON MY TERMS NOW!

YOU HAVEN'T A CHANCE HERE, AGAINST ME!

WANNA BET?

NO!

ARE YOU MAD?

MAD?

MISTER, I AM STEAMED!

KRAK

NO!

YOU TOPPLED THE MAIN SUPPORT BEAM!

THE STEEL-ALLOY UPPER-LEVEL UNITS ARE COLLAPSING!

" MY SPIDER-SENSE SAVED MY LIFE...

"... BUT NOT EVEN SPIDER-MAN COULD DODGE AN ENTIRE FALLING WALL!

" NEXT THING I KNEW, I WAS BURIED UNDER SEVERAL TONS OF ALLOYED STEEL.

THE SERUM CANISTER-- LYING THERE-- JUST BEYOND MY REACH--

-- AS THOUGH MOCKING ME-- *TAUNTING* ME--!

IT'S THE ONE THING-- THE *ONLY* THING-- THAT MAY SAVE AUNT MAY!

AND I CAN'T BRING IT TO HER!

IF SHE DIES-- IT'LL BE MY FAULT!

JUST THE WAY I'LL ALWAYS BLAME MYSELF--

-- FOR WHAT HAPPENED TO *UNCLE BEN!*

THE TWO PEOPLE IN ALL THE WORLD WHO'VE BEEN *KINDEST* TO ME!

I CAN'T FAIL AGAIN!

IT CAN'T HAPPEN A *SECOND* TIME!

I WON'T *LET* IT! I WON'T!

ANYONE CAN WIN A FIGHT-- WHEN THE ODDS-- ARE *EASY!*

IT'S WHEN THE GOING'S TOUGH-- WHEN THERE SEEMS TO BE NO CHANCE--

THAT'S WHEN-- IT COUNTS!

EVERYTHING GOING BLACK-- MY HEAD-- ACHING!

HOLD ON! I MUST-- *HOLD ON!*

I DID IT! I'M FREE!

"WELL, AFTER THAT, BEATING MY WAY PAST THE *MASTER PLANNER'S* HENCHMEN WAS *EASY.*

"I NEVER EVEN *WONDERED* WHAT HAPPENED TO DOCTOR OCTOPUS.

"ALL I COULD THINK ABOUT WAS GETTING THAT SERUM TO *CURT CONNORS...*

"... AND THEN, TAKING THE ANTI-TOXIN CONNORS PREPARED TO AUNT MAY'S DOCTORS...

"...WHO WERE READY BY THAT POINT, TO TRY *ANYTHING.*

"I GUESS I WAS AS SURPRISED -- AND AS *GRATEFUL* -- AS *ANYONE* WHEN IT WORKED..

THE REPORTS ARE ALL *FAVORABLE*, PETER. SHE'LL PULL THROUGH.

I DIDN'T FAIL YOU, AUNT MAY!

THIS TIME I DIDN'T LET YOU DOWN!

THAT PETER PARKER CERTAINLY IS A NICE BOY -- SINCERE, WELL-MANNERED, AND *DEVOTED* TO HIS AUNT.

TOO BAD THERE AREN'T MANY *MORE* YOUNG MEN LIKE THAT.

TOO BAD SOMEONE LIKE *HIM* CAN'T BE AN IDOL FOR TEEN-AGERS TO IMITATE...

...INSTEAD OF SOME MYSTERIOUS UNKNOWN THRILL-SEEKER LIKE *SPIDER-MAN!*

"MJ: THOSE TWO YEARS WERE A CONSTANT *CRISIS* FOR MY FAMILY. GAYLE AND TIMMY'S MARRIAGE WAS COMING APART...

YOU CARE MORE ABOUT THAT *BABY* THAN YOU DO ME!

"... AND SO WAS MY MOTHER, TRYING TO RESCUE GAYLE'S LIFE, WHILE IGNORING HER OWN.

WHERE'S *DINNER*, MADELINE? IT'S ALMOST *SEVEN* O'CLOCK!

GAYLE, PLEASE-- I CAN'T TALK NOW.

"IT SEEMED EVERY TIME I TURNED ON THE TV THERE WAS A NEWS REPORT ABOUT HIS BATTLES WITH VILLAINS LIKE *KRAVEN* AND *THE MOLTEN MAN.*

"I WANTED *OUT*, BUT I WAS STILL TOO YOUNG TO LIVE ON MY OWN--

"AND MOM *NEEDED* ME AS A BUFFER AGAINST UNCLE FRANK.

"ALL THAT TIME, I COULDN'T GET MY MIND OFF *SPIDER-MAN.*

"HIS LIFE SEEMED SO SIMPLE AND *UNCOMPLICATED* COMPARED TO MY OWN...

YOU'RE *PREGNANT* AGAIN? GAYLE, THAT'S WONDERFUL!

TIMMY MUST BE SO *HAPPY!*

"TIMMY *WASN'T* HAPPY.

"TIMMY WAS LIKE A DROWNING MAN WHO'D JUST BEEN TOSSED AN *ANCHOR.*

H-HE LEFT ME, MOM!

DON'T WORRY, DEAR. YOUR SISTER AND I WON'T DESERT YOU.

"THOSE WORDS FELT LIKE A *DEATH SENTENCE...*

" ... AND FOR MOM, I GUESS THEY WERE.

" WORN DOWN BY WORRY, EXHAUSTED BY GIVING... HER HEART FINALLY GAVE OUT.

" SHE'D BEEN DETERMINED TO LIVE LONG ENOUGH TO SEE HER SECOND GRANDCHILD.

"SHE DIDN'T MAKE IT.

" AFTER THAT, ALL I WANTED WAS TO BE FREE.

"FREE... LIKE *SPIDER-MAN.*

" BUT MY SISTER HAD *OTHER* IDEAS...

I KNOW THINGS LOOK BAD NOW, MARY JANE, BUT WE'LL WORK IT OUT. TRUST ME.

ONCE I HAVE THIS BABY, I'LL GET A FULL-TIME JOB...

...AND YOU WON'T HAVE TO WORK SO HARD AFTER SCHOOL.

WE'LL FIND SOMEONE TO WATCH THE KIDS, AND--

NO.

NO!

I'VE GOT MY *OWN* LIFE TO LIVE-- AND I'M NOT GOING TO WASTE IT, LIKE MOM WASTED HERS!

YOU AND MOM -- AND EVEN TIMMY-- GAVE UP YOUR DREAMS TO MAKE SOMEONE ELSE HAPPY!

THAT'S NOT GOING TO HAPPEN TO ME!

I WANT *MORE* OUT OF LIFE! MUCH *MORE!*

" I RAN--

"-- ALL THE WAY TO FOREST HILLS.

WHAT'S THE GOOD WORD, AUNT ANNA?

GOT ROOM FOR A WAYWARD NIECE TILL I FIND A PLACE OF MY OWN?

MARY JANE!

GOODNESS, CHILD! WHAT A SURPRISE!

AT YOUR MOTHER'S FUNERAL LAST WEEK, YOU NEVER SAID A WORD ABOUT COMING TO *NEW YORK*...

A GIRL'S GOTTA DANCE TO THE BEAT, ANNA, DEAR --

-- AND MOVE WHERE THE MUSIC TAKES HER.

PHILLY IS *DULLSVILLE*. NEW YORK IS WHERE IT'S HAPPENING.

" I COULDN'T FOOL AUNT ANNA.

" SHE MUST HAVE KNOWN I WAS *HURTING*...

"...BUT SHE HAD TOO MUCH CLASS TO *PRY*.

OF COURSE YOU CAN STAY, DEAR!

WE'LL HAVE A *WONDERFUL* TIME...

AHEM! PERHAPS I COULD EVEN INVITE MAY PARKER AND HER NEPHEW TO DINNER ON SUNDAY.

SURE. WHY NOT?

AFTER ALL THESE YEARS--

-- AND ALL THE TROUBLE YOU AND MRS. PARKER HAVE GONE TO, TRYING TO SET US UP--

-- I GUESS IT'S ABOUT TIME PETER AND I MET.

AFTER ALL... WHAT HAVE I GOT TO *LOSE*?

" NOTHING VITAL.

"ONLY MY HEART..."

"BY SUNDAY I HAD A JOB WAITING TABLES AND DANCING AT A NEW DISCO IN MIDTOWN.

"IT WASN'T MUCH, BUT I HAD A DREAM...

"...I WANTED TO *MODEL*...

"...AND I HAD TO START *SOME-WHERE.*

"WHAT'S MORE, USING MONEY SAVED FROM THE FAST FOOD JOBS I'D WORKED AFTER SCHOOL...

"...I MANAGED A DEPOSIT ON A SMALL STUDIO APARTMENT...

"...IN A LOUSY DOWNTOWN MANHATTAN NEIGHBORHOOD.

"AGAIN, NOT MUCH... BUT IT WAS *MINE.*

"BY SUNDAY, I'D *FORGOT-TEN* MY DINNER DATE WITH AUNT ANNA AND THE PARKERS.

DAILY [illegible]

SPIDER-MAN STOPS RHINO RAMPAGE

"I GUESS I *WANTED* TO FORGET."

WHO *ARE* YOU, PETER?

PETER PARKER-- CALM AND RELIABLE, SENSITIVE AND KIND--

--OR *SPIDER-MAN*, WILD AND UNPREDICTABLE, FREE AND IRRESPONSIBLE?

SPORTS EXTRA

JETS WIN

WHICH IS THE *REAL* YOU?

ARE YOU A *FRAUD*-- LIKE MY FATHER?

OR ARE YOU JUST *HIDING* YOURSELF-- LIKE ME?

HOW CAN I FIND OUT WITHOUT GETTING *HURT?*

WHY AM I SO DRAWN TO YOU? WHY DO YOU *FRIGHTEN* ME?

WHAT SHOULD I DO?

SPECIAL 3/$1

WHAT SHOULD I DO?

PETER: " THAT SUNDAY, ALL I WANTED TO DO WAS HAVE DINNER WITH THE WATSONS AND LEAVE AS EARLY AS POSSIBLE.

THIS ISN'T A GOOD IDEA, AUNT MAY.

I DON'T NEED TO MEET ANY MORE WOMEN.

BUT MARY JANE IS SUCH A *SWEET* GIRL, PETER, DEAR.

I'M SURE YOU TWO WILL "HIT IT OFF," AS THE YOUNG FOLKS SAY.

" I DOUBTED IT.

" ALL MY LIFE, I'D HAD ROTTEN LUCK WITH WOMEN.

"CURRENTLY, GWEN STACY, AND BEFORE HER, BETTY BRANT...

" WHEN IT CAME TO ROMANCE, SOMEHOW I COULD NEVER QUITE *CONNECT.*

HI, MRS. WATSON.

HELLO, PETER -- MAY, DEAR. COME IN, WON'T YOU?

MARY JANE SHOULD BE HOME ANY TIME NOW.

" WOMEN ALWAYS SEEMED TO EXPECT SO MUCH FROM ME. WHY SHOULD MARY JANE WATSON BE ANY DIFFERENT?"

DING DONG

OH, THERE'S THE DOORBELL!

THAT MUST BE *MARY JANE--*

I'LL GET IT.

HUH?

YOU'RE MARY JANE WATSON?

FACE IT, TIGER...

YOU JUST HIT THE JACKPOT!

SECOND INTERLUDE: A BLUSTERY MID-AUTUMN DAY IN FOREST HILLS, NOT LONG AFTER PETER PARKER BEGINS SHARING AN APARTMENT WITH HARRY OSBORN IN MANHATTAN...

I'VE COME ABOUT THE *ROOM* YOU HAVE FOR RENT-- EH?

WHY IF IT ISN'T *MRS. PARKER*, WHAT A PLEASANT SURPRISE.

SURELY YOU *REMEMBER* ME? OTTO OCTAVIUS?

OF *COURSE!*

ROOM FOR RENT

"YOU'RE THAT KINDLY *DR. OCTOPUS*, WHOM I VISITED A FEW YEARS AGO WITH *BETTY BRANT*.

" WHAT A SMALL WORLD!

"OH! I JUST REMEMBERED--

DIDN'T I HEAR SOMETHING--ABOUT YOU BEING *WANTED*-- BY THE *POLICE*?

OH, HEAVENS *NO*, MADAM!

THE NEWSPAPERS GOT THAT STORY ALL MIXED UP, AS THEY OFTEN DO.

HOW SILLY OF ME! I SHOULD HAVE *KNOWN*.

FOR A MAN LIKE OTTO OCTAVIUS, LIVING IN NEAR TOTAL *ISOLATION* FROM OTHER HUMAN BEINGS...

... MAY PARKER IS A *REVELATION*:

KIND, GENEROUS, WARM, AND MOST OF ALL, NON-JUDGMENTAL.

MORE TEA, DOCTOR?

PLEASE, CALL ME *OTTO*.

AT FIRST, HE SEES HER ONLY AS A *USEFUL TOOL*...

THIS IS *PERFECT!* THE POLICE WILL NEVER FIND ME HERE!

BUT THEN, ALMOST IN SPITE OF HIMSELF, HE BEGINS TO RELAX IN HER PRESENCE...

... AND EVEN TO ENTERTAIN HOWEVER FLEETINGLY, THOUGHTS OF A MORE NORMAL LIFE.

UNFORTUNATELY, FOR A MAN LIKE OTTO OCTAVIUS...

IT CAN'T BE... DR. OCTOPUS?!

PETER DEAR!

HOW NICE OF YOU TO DROP IN!

... A NORMAL LIFE WILL ALWAYS REMAIN AN OUT-OF-REACH DREAM.

PETER PARKER'S ARRIVAL AT HIS AUNT'S HOUSE DESTROYS THAT DREAM FOR OTTO OCTAVIUS, AND RETURNS HIM TO REALITY.

AND, THOUGH IT IS SPIDER-MAN WHO AGAIN AND AGAIN FRUSTRATES THE SCHEMES OF DOCTOR OCTOPUS...

...IT IS PETER PARKER WHOM OTTO OCTAVIUS BLAMES, IN HIS IRON HEART, FOR THE DESTRUCTION OF THAT FLEETING DREAM.

YEARS PASS.

FOR SOME, THE YEARS BRING LOVE AND HEALING.

ATO[illegible] RCH CENTER CLOSED

FOR OTHERS, THE YEARS BREED ONLY GREATER HATRED AND BITTERNESS.

HERE, WHERE IT ALL BEGAN.

DANGER ATOMIC WASTE

...THIS IS WHERE I'LL FIND THE *POWER* I NEED...

RRIPP

...TO MAKE IT *END!*

HALT! THIS INSTALLATION IS SEALED BY ORDER OF THE *DEPARTMENT OF ENERGY!* NO ONE'S ALLOWED TO--

UNNGH!

IDIOTS. OUT OF MY WAY.

THAK

THUNK

HATRED...

...BITTERNESS...

... AND A LUST FOR REVENGE.

part 3

TENTACLES

MARY JANE: "IT WAS THE *HAPPIEST* DAY OF MY LIFE, AND I WAS SO SCARED I THOUGHT I WAS GOING TO FAINT.

PETER: "SHE SAID *YES*. AFTER ALL WE'VE BEEN THROUGH, ALL I'VE DONE, ALL THE TIMES I'VE FAILED...

"HE LOVED ME. HE ALWAYS HAS, AND HE SAYS HE ALWAYS WILL, AND I BELIEVE HIM.

"I WAS SO *HAPPY*.

"I WAS SO *SCARED*.

"PAR FOR THE COURSE."

"... SHE SAID YES.

"SHE THINKS I'M SOMEONE *SPECIAL*.

"WHAT A *DREAM* SHE IS.

"I HOPE I NEVER WAKE UP."

DO YOU, MARY JANE WATSON, TAKE THIS MAN, PETER PARKER, TO BE YOUR LAWFULLY WEDDED HUSBAND?

--TO HAVE AND TO HOLD, FOR RICHER OR FOR POORER, IN SICKNESS AND IN HEALTH, TO LOVE AND CHERISH FOR AS LONG AS YOU BOTH SHALL LIVE?

"DO I?

"ISN'T THAT WHAT MOM AND DAD PROMISED EACH OTHER? AND GAYLE AND TIMMY?

"IF THEY ALL FAILED, HOW COULD PETER AND I SUCCEED?

"IT WAS SUCH A *RISK*...

"...BUT HE'S THE MAN I LOVE...

I *WILL* TAKE THIS MAN -- THIS VERY *SPECIAL* MAN--

"... AND IF I COULDN'T TRUST HIM...

-- TO BE THE MOST IMPORTANT THING IN MY LIFE.

"...WHO *COULD* I TRUST?"

BECAUSE I'VE REALIZED THAT'S EXACTLY WHAT HE *IS*.

"SHE MEANT IT, TOO. I KNEW HOW HARD THAT COMMITMENT WAS FOR HER... HOW *BRAVE* SHE'D BEEN.

"SHE'S TERRIFIC.

AND DO YOU, PETER, TAKE THIS WOMAN, MARY JANE, TO BE YOUR LAWFULLY WEDDED WIFE?

"DO I?

"I DON'T *DESERVE* HER.

"AFTER ALL, I'D HURT SO MANY PEOPLE, STARTING WITH UNCLE BEN...

"...AND I'D BEEN *RESPONSIBLE* FOR SO MUCH PAIN...

"...I GUESS THERE WAS ONLY ONE THING TO SAY..."

SHE KNOWS BETTER THAN ANYONE WHAT SHE'S GETTING INTO--

--AND SHE *STILL* WANTS ME.

"MY SPIDER-SENSE TINGLED.

HOW COULD I TURN DOWN SOMEONE LIKE THAT?

"I TOLD MYSELF, 'IGNORE IT.'

DO I TAKE HER AS MY WIFE? YOU BET.

I DO.

THEN BY THE POWER VESTED IN ME BY THE SOVEREIGN STATE OF NEW YORK...

I NOW PRONOUNCE YOU HUSBAND AND WIFE!

"BUT IT KEPT TINGLING.

"ANXIETY. THAT'S ALL IT WAS. THAT'S WHAT I TOLD MYSELF.

"'PAY NO ATTENTION.'

PARKER...

"AFTER ALL, IT WAS MY WEDDING DAY.

PETER PARKER...

KRASH

"WHO COULD POSSIBLY THREATEN ME *NOW?*"

YOU AND YOUR FAMILY WILL BE ONLY THE *FIRST* TO DIE.

MARY JANE: "THOSE FIRST MONTHS TOGETHER WERE JUST *FANTASTIC*. OH, WE HAD PROBLEMS, ALL RIGHT... WHEN PETER WENT BACK TO SCHOOL, WHEN WE BOUGHT OUR CONDO, WHEN WE LOST OUR CONDO...

"LOTS OF PROBLEMS. BUT WE *LOVED* EACH OTHER...

"...AND WE WORKED THINGS THROUGH...

"...AND AFTER A WHILE, WE KIDDED OURSELVES THAT ALL OUR PROBLEMS WERE *BEHIND* US...

NEXT TIME, YOU HAVE DINNER AT *OUR* PLACE, MAY.

CHEF PETER COOKS A MEAN *FETTUCINE*.

I KNOW, DEAR.

I TAUGHT HIM.

HUH? MARY JANE--

SKRASH

KZAM

LOOK OUT!

KZAM

PETER--!

GET DOWN, BOTH OF YOU!

KZAM

KZAM

OHHHHH!

" PETER'S HANDS WERE STRONG AND CONFIDENT--

ZAM ZAM ZAM ZAM ZAM ZAM ZAM ZAM

TAKE CARE OF AUNT MAY, MARY JANE!

" --BUT HIS FACE WAS GRAY WITH FEAR.

ZAM ZAM ZAM ZAM

" US? WHAT ABOUT YOU?

" HE WASN'T AFRAID FOR HIMSELF--

" --NEVER FOR HIMSELF--

THOMP

" --BUT FOR HIS AUNT--

" --AND FOR ME.

KROOM

YOUR AUNT'S A LITTLE GROGGY, BUT I THINK SHE'LL BE OKAY!

WHAT *WAS* THAT THING? WHAT HAPPENED TO IT?

I DON'T KNOW.

AS SOON AS I KNOCKED IT OUTSIDE--

--IT BLEW UP.

IF MY *SPIDER-SENSE* HADN'T WARNED ME TO LET GO OF IT JUST IN TIME, I COULD'VE LOST MY *FINGERS*--HUH?

WHAT?

METAL FOIL-- WITH WRITING ON IT.

" HE FROZE. HIS WHOLE BODY WENT STIFF, AND HIS MOUTH FLATTENED INTO A GRIM LINE.

" HE GAVE ME A LOOK I'D SEEN BEFORE...

PETER, WHAT DOES THE WRITING SAY?

NOTHING. I'VE GOT TO CHECK AUNT MAY.

" ... A LOOK THAT LEFT ME *TERRIFIED*...

PETER... I WANT TO SEE THAT NOTE.

I TOLD YOU HONEY, THERE'S NOTHING...

PETER.

SHOW IT TO ME.

" I WATCHED HIM AS HE GAVE ME THE NOTE. HIS FACE WAS BLANK NOW, BUT I REMEMBERED THAT *LOOK*...

WHAT DOES IT MEAN? WHO WROTE IT?

PARKER-- GIVE ME SPIDER-MAN-- OR WATCH YOUR FAMILY DIE

DOC OCK.

HE MUST REMEMBER THE *CONNECTION* BETWEEN PETER PARKER AND SPIDER-MAN FROM THE TIME HE BOARDED AT AUNT MAY'S.

WELL, THERE ARE *DIRECTIONS* ON BACK OF THE FOIL.

I'D BETTER GET GOING.

HOLD IT.

YOU'RE NOT GOING TO DO WHAT HE *ASKS*, ARE YOU?

PETER, THAT MANIAC PROBABLY WANTS TO *KILL YOU!*

I WON'T LET YOU GO.

SURE HE DOES.

MARY JANE, YOU CAN'T STOP ME.

BESIDES, IT'S *MY* FAULT YOU'RE BOTH IN DANGER.

THERE IS SOMETHING I'VE GOT TO DO.

"IF HIS FACE WAS UNMASKED, I KNOW WHAT I'D HAVE SEEN.

"THAT LOOK...

"...THAT LOOK I'D SEEN BEFORE..."

PETER: " WHEN IT COMES TO HITCHING *RIDES* ON A TV NEWSCOPTER'S UNDER-CARRIAGE, I'M AN OLD PRO.

" BY THE TIME THE PILOT REALIZED HE HAD A *PASSENGER* WEBBED TO HIS LANDING GEAR--

" -- I WAS GONE--

" -- FOLLOWING DOC OCK'S DIRECTIONS TO A SPOT I HADN'T BEEN IN YEARS.

THE MASTER PLANNER'S EAST RIVER HIDEOUT.

I THOUGHT THE POLICE *BURIED* THIS PLACE UNDER HALF A HILL OF GARBAGE.

KLIK

WHIRRRR

UH-HUH.

WELL, MAYBE THEY DID--

ZAM

ZAM

-- AND MAYBE THEY *DIDN'T.*

ZAM

ZAM

EITHER WAY, DOC'S MADE IT HIS *HOME* AGAIN.

NICE OF HIM TO PUT OUT THE *WELCOME MAT.*

BUT THEN, HE ALWAYS WAS A *COURTEOUS* SORT OF PSYCH--

--OH.

WHOA-BOY.

INSIDE THAT GLOBE. THAT'S A *GEIGER COUNTER.*

CLICKING LIKE A CRICKET ON A HOT STOVE.

KLIKKLIKKLIKKLIKLIKLIKLIKKLIKLIKLIK

I'M LOOKING AT ENOUGH *RADIOACTIVE ISOTOPE* TO BLOW HALF OF MANHATTAN INTO THE HUDSON!

WHAT'S IT *DOING* HERE?

KLIKKLIKKLIKKLIKKLIKKLIKKLIKKLIKKLIKKLIKLIK

IT'S WAITING FOR *YOU,* SPIDER-MAN.

DOCTOR OCTOPUS!

WELL, AREN'T *WE* THE NATTY NEW DRESSER?

DON'T JOKE WITH ME, WEBSLINGER!

I'VE SUFFERED ALL THE PAIN AND HUMILIATION AT YOUR HANDS THAT I CAN STAND. TONIGHT I EXACT MY REVENGE.

NO, SERIOUSLY-- I MEAN IT. GREAT OUTFIT.

I LOVE THE ARMOR. YOU'RE BOUND TO BE A HIT AT ALL THE HEAVY METAL CONCERTS.

I'VE NEVER SEEN HIM SO FURIOUS! HE'S REALLY OUT TO KILL ME!

GOTTA KEEP HIM OFF-BALANCE... TAUNT HIM...

TOO BAD YOU COULDN'T GET A NEW HAIRSTYLE WHILE YOU WERE AT IT, THOUGH.

WITH THAT MOP, YOU STILL LOOK LIKE A NEAR-SIGHTED RINGER FOR MOE HOWARD.

YOU NEVER STOP! SINCE THE DAY WE MET, YOU AND PARKER HAVE TORMENTED ME! THWARTED MY PLANS, SHATTERED MY DREAMS!

TOGETHER, YOU DENIED ME A NORMAL LIFE!

THANKS TO YOU, I LIVE ALONE AND FRIENDLESS, CONDEMNED TO A LIVING DEATH--

--WHILE PARKER *MARRIES*, AND YOU GO ON, WITHOUT A WORRY OR A CONCERN, FREE TO LIVE, FREE TO--

OH, GIVE ME A BREAK!

THWIPP

AREN'T YOU ACTUALLY BLAMING ME AND PETER BECAUSE *YOU* CAN'T LAND A DATE FOR SATURDAY NIGHT?

GET SERIOUS.

I AM SERIOUS, *DEADLY* SERIOUS.

DID I ASK TO BECOME A FREAK? DID I ASK TO BE HOUNDED LIKE A MONSTER?

NO AND *NO*.

THE *WORLD* MADE ME SUFFER. THE *WORLD* WILL PAY.

HE'S GONE NUTS--

--BUT THAT ONLY MAKES HIM MORE *DANGEROUS* THAN EVER!

WHAT ARE YOU GOING TO *DO*, DOC?

CROSS THE WORLD OFF YOUR CHRISTMAS CARD LIST?

UNNH!

FOOL!

AT NOON TOMORROW THIS DEVICE WILL *LEVEL* MIDTOWN MANHATTAN.

AND FOR ONCE YOU WON'T *HINDER* ME--

--BECAUSE YOU'LL BE *DEAD!*

THINK SO?

GO AHEAD, FATSO.

TAKE YOUR BEST *SHOT.*

BA-DOOOM

OH--

--NO...

"POOR GUY. I MADE HIM SO ANGRY HE FORGOT WHERE WE WERE:

"AT THE BOTTOM OF THE *EAST RIVER!*

" WATER POURED IN SO QUICKLY--

" -- THE ROOM FILLED UP IN ONLY A COUPLE OF MINUTES.

" I KNEW I HAD TO DO SOMETHING ABOUT DOC'S POCKET NUKE--

"--BUT I WOULDN'T BE ABLE TO DO MUCH OF *ANYTHING* IF I DIDN'T GET SOME AIR...

"... *FAST.*

" BESIDES, I FIGURED DOC OCTOPUS WOULD BE TOO BUSY PULLING *HIMSELF* TOGETHER--

"OH, WELL.

THRUM THRUM THRUM

" IT WASN'T THE *FIRST* TIME I'D BEEN WRONG.

"-- TO THINK ABOUT ME *OR* HIS BOMB.

" WITH DOC'S TENTACLES LOCKED AROUND MY NECK...

"...I COULD HEAR HIM *BREATHING* AS HE STRANGLED ME...

UHUH UHUH UHUH

"...LOW GASPING GRUNTS OF *RAGE.*

" THAT...

THRUM THRUM THRUM THRUM THRUM

"...AND THE THRUM OF A *SHIP'S PROPELLER* OVERHEAD...

"...WERE THE ONLY OUTSIDE SOUNDS I COULD HEAR.

" A SHIP'S PROPELLER.

THRUM THRUM THRUM THRUM

SPTANG

" WORTH A SHOT.

SKRUNCH

" LUCKY ME...IT WORKED.

" ALL I HAD TO DO NOW WAS KEEP FROM *DROWNING.*

GUUUUHUGH!

UHHH

"OVER.

"IT WAS FINALLY OVER.

COUGH

GASP

"AND THEN AGAIN...

SPLASH

"...MAYBE NOT.

"I WANTED TO MOVE, TO DODGE--

"--BUT MY BODY FELT FROZEN.

"NOT BY FEAR:

DIE!

"BY DESPAIR.

"HE HATED ME SO MUCH.

"WHAT IF OCK WAS RIGHT?

"WHAT IF SOMEHOW--

"--ALL OF THIS WAS MY FAULT?

"ANOTHER SECOND, I'D HAVE BEEN DEAD.

TRA-

BOOM

"DOC NEVER *DID* HAVE MUCH LUCK WITH NUCLEAR REACTIONS.

" WATER MUST HAVE SHORT-CIRCUITED THE BOMB'S DETONATOR CIRCUITS.

"THE BLAST EFFECT WAS *DAMPED* BY THE RIVER...

"...AND ANY RADIOACTIVITY IT UNLEASHED...

"...WAS WASHED OUT TO SEA.

" AS FAR AS I COULD TELL, LATER, DOC OCK WAS THE ONLY CASUALTY.

" BUT SINCE HIS BODY HASN'T BEEN RECOVERED...

"... I'M NOT REALLY *SURE* WHAT HAPPENED TO HIM.

" I KNEW IT WASN'T MY FAULT, BUT EVEN SO... "

"... BY THE TIME I GOT HOME, I'D MADE A DECISION.

MARY JANE: "HE'S SO QUIET I NEVER HEAR HIM COMING, BUT THAT MORNING...

"... I FELT HIM THERE BEFORE I SAW HIM.

PETER!

YOU OKAY? WHAT HAPPENED?

"HE DIDN'T SAY A WORD.

"ONE LOOK AT HIS FACE, I KNEW WE WERE IN *TROUBLE*."

PETER, WHAT'S WRONG?

WE'RE WRONG, MARY JANE.

YOU AND AUNT MAY COULD HAVE BEEN *KILLED* THIS MORNING--

-- AND IT WOULD HAVE BEEN *MY FAULT*.

DOC OCK WAS RIGHT. IT'S *ALWAYS* BEEN MY FAULT.

"WITH GREAT POWER COMES GREAT RESPONSIBILITY."

OVER AND OVER, I'VE FAILED TO MEET THAT IDEAL.

UNCLE BEN, AUNT MAY, AND NOW YOU... I'VE FAILED YOU ALL.

YOUR LIVES ARE AT RISK BECAUSE OF *ME*.

I CAN'T TAKE THAT RISK ANYMORE, MJ.

THAT'S WHY I'VE DECIDED--

STOP RIGHT *THERE*.

PETER, DID YOU EVER THINK--

--YOUR UNCLE MIGHT HAVE BEEN KILLED EVEN IF YOU *HAD* STOPPED THAT THIEF?

HUH?

STUFF *HAPPENS*, PETER.

PEOPLE LIVE AND DIE AND SOMETIMES WE DON'T KNOW *WHY*.

WE TAKE RESPONSIBILITY FOR OUR LIVES BECAUSE IT'S *RIGHT*, NOT BECAUSE WE CAN PREDICT THE *OUTCOME*.

WE TAKE RISKS BECAUSE THAT'S HOW WE *GROW*.

I TOOK A RISK THE DAY I DECIDED TO MEET YOU. I CHOSE LIFE OVER FEAR.

I CHOSE TODAY OVER YESTERDAY AND LEFT TOMORROW TO TOMORROW.

I'M SO GLAD I DID.

CAN'T YOU DO THE SAME?

PETER: "I LET OUT A BREATH... AND ALL THE FEAR AND REGRET SLIPS FROM ME.

"WE'VE COME SO FAR TO REACH THIS PLACE:

"THE DISTANCE BETWEEN OUR HEARTS.

"AND NOW THAT WE'RE HERE, I FINALLY UNDERSTAND.

"IT WASN'T SO FAR AFTER ALL."

THE AMAZING SPIDER-MAN

PARALLEL LIVES

He's a super-powered baby-boomer married to the original party animal...

He's Peter Parker, who was entrusted to his Aunt May and Uncle Ben when his parents left on a secret government mission never to return.

Young Peter wasn't very popular in school—shy and introverted, he lost himself in his studies. Especially science. Due to a freak accident, while attending a fateful science exhibit, Peter was bitten by a radioactive spider which endowed him with the proportionate strength and power of a spider. Thus the amazing Spider-Man was born.

But tragedy strikes when a burglar Spidey refused to help apprehend, murders Peter's Uncle Ben. Peter painfully discovers that with great power must also come great responsibility.

When not battling super-villains and bad press, Peter struggles to survive the every-day reality of college life, until a date is arranged for him by his Aunt May.

She's Mary Jane Watson, a product of a broken home—a bitter, cruel father, a battered mother, and a protective older sister. Young Mary Jane was very popular in school. Outgoing and seemingly extroverted, MJ concealed her pain behind her "party personality." While attending her mother's funeral, MJ was emotionally overwhelmed when confronted by the breakup of her sister's marriage. Striking out on her own, MJ moves in with her Aunt Anna and is bitten by the modeling bug. Quickly earning enough to rent an apartment in Greenwich Village, MJ becomes financially and emotionally independent at last.

On the loose in the big city, MJ leads the life she always dreamed of, until her Aunt Anna arranges a blind date for her.

They meet, fall in love, and get married.
Of course there's more to it than that.
Doctor Octopus, for example. He wants to kill
Peter and MJ and spoil everything.
This is their story.
PARALLEL LIVES
by GERRY CONWAY, ALEX SAVIUK and ANDY MUSHYNSKY.

MARVEL FANFARE #41 PINUP BY MIKE MACHLAN, JOHN ROMITA SR. & GREGORY WRIGHT

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SPIDER-MAN®

PARALLEL LIVES

1989 sees the launching of an ongoing series of Marvel Graphic novels starring Marvel's most famous character, **the Amazing Spider-Man**. The first of the series, titled "Parallel Lives" is written by **Gerry Conway**, who wrote AMAZING SPIDER-MAN for years in the 1970s and is currently writing SPECTACULAR SPIDER-MAN (a series he co-created) and WEB OF SPIDER-MAN, drawn by **Alex Saviuk**, inked by **Andy Mushynsky**, and edited by **Jim Salicrup**. It should not surprise anyone that this first graphic novel recaps the story of how **Peter Parker** first became Spider-Man, and it also contains a present-day adventure that once again pits Spider-Man against perhaps his greatest archenemy, **Doctor Octopus**. But what may surprise you is that for the first time, the story of Spider-Man's origin will be interwoven with that of Peter's wife, **Mary Jane**, incorporating brand new information about her past that has never before been revealed.

Gerry Conway recalls, "Jim Salicrup wanted to do the origin of Spider-Man over, and he wanted to involve Mary Jane in it. He said to me, "Gee, Gerry, we don't know what happened to Mary Jane while these things were going on with Peter, and it'd be nice to see what her life was about." We had information about where Mary Jane was at various stages, but we didn't know what was going on with her when Peter was doing specific things before their actual first meeting.

"From that came my idea of interweaving the stories back and forth, parallelling the events. The title of the graphic novel is 'Parallel Lives'. And that's the theme of the story: how their lives parallelled each other, how the events that traumatized them as children ended up making them perfect, absolutely perfect for each other, and made it almost inevitable that once they met, they were going to end up falling in love."

Probably the biggest revelation of the graphic novel is that Mary Jane has known that Peter Parker was Spider-Man from the very beginning of his career as a costumed crimefighter! Gerry based this on information from an AMAZING SPIDER-MAN story some years back by **Tom DeFalco** and **Ron Frenz**, in which Mary Jane tells Peter about her past. "First of all," Gerry explains, "Mary Jane tells Peter that she's known for years that he's Spider-Man, but never says exactly when she found out. And years for people in their early twenties, like those two, must mean it was back in their teens when she found out. Second, she mentions that she and her mother and her sister ended up traveling around from relative to relative, and that her favorite aunt that she stayed with was **Anna Watson** (the Parkers' next door neighbor). So that tells me that she stayed with Aunt Anna at various points in her adolescence. Then I was presented with the question, when did she find out he was Spider-Man? It occurred to me that she could have found out at any time, but (laughs) for dramatic purposes, I think it's much more fun that she finds out the same day that he goes off and actually becomes a super hero to track down the killer of his **Uncle Ben**. Going back to the first SPIDER-MAN story, we see that he comes right out of the window as Spider-Man, and I thought, let's look at this. We know that Mary Jane has been over at Aunt Anna's. Theoretically, she could have been over that night. It would not have been impossible for her to look out the window and see Peter coming out as Spider-Man and put two and two together.

"The way that Mary Jane behaved toward Peter over the years was come close, run away, come close, run away. My theory is that she was both attracted and repelled by the idea that Peter was Spider-Man. Here she is, so incredibly shallow, and yet, she sticks with him. I mean, why the attraction for dull Peter? Why was she constantly coming back to him even though she never seemed to have a serious conversation with him at any point? She was kind of semi-attracted to Peter as a cute kid, and she was *really* attracted to Spider-Man, and then when she

realized that Peter was Spider-Man, she was attracted to that, but she was also frightened by it, because it was too much like her dad, who had the public persona of the professor and the nice guy, and then at home beat his wife and drank and screamed at his kids. She knows that he's (Peter) a liar. How can she trust this guy if she knows he's got secrets, but at the same time the secrets attract her. It's glamorous and it's disturbing. She doesn't know what the reality is. And it's only when she manages to talk to him, finally, in that story that Tom did, where she gives him her secrets, and she acknowledges his secrets, that the secrets go away between them, and they become a potential couple."

In the late 1960s and early 1970s, it was **Gwen Stacy**, not Mary Jane, whom Peter was in love with. Gerry, however, says, "For me, Mary Jane was always the girl for Peter. I never thought for a minute that Gwen was a serious option. I guess I sensed the push-me, pull-me attraction between them, that there were deep waters under her, and that she was not completely shallow. Also, and this is a purely personal reaction, when Peter opened the door in the issue in which he finally first met Mary Jane and saw Mary Jane standing there, and she said, 'Face it, tiger, you just hit the jackpot!' my jackpot was hit, too. I fell in love with her instantly. I thought she was just incredible. So when I took over writing SPIDER-MAN years later, I thought, well, fine, I'm in charge now (laughs). I want a relationship between these two people.

In fact, in the 1970s, beginning with the end of the storyline in which Gwen was killed by **the Green Goblin**, Gerry began treating the relationship between Peter and Mary Jane more seriously, and it began evolving into a romance. "It's true, I started giving her the extra dimension to her character, but I think it was always potentially there. Because there was this thing of why is it she keeps coming back to him, and why is it that he's attracted to her. Gwen was the girl Aunt May would have picked for him, and Peter, as the responsible kid, would have pursued her, have gotten into the relationship with her, and they would never have broken up. They would have married and had 3.2 kids and lived in the suburbs. And it would have been *boring* (laughs), just boring. But Peter's life is this tug of war between his desire to be Mr. Responsibility and Mr. Safe and Mr. Clean-Living, and the wild part of his personality that allows him to just go berserk as Spider-Man and go be wild and fun and take risks. And it seemed to me that what Mary Jane offered to him was that wild side of his personality, and what Gwen offered to him was the quiet, studious, dull, *boring* personality. Peter would never have broken up with Gwen. He could potentially break up with Mary Jane. That's what makes it interesting. The two of them are a quite combustible combination. Characters are propelled by their personalities. If Peter wasn't able to be in love with Mary Jane, he wouldn't be able to take the risks that he takes."

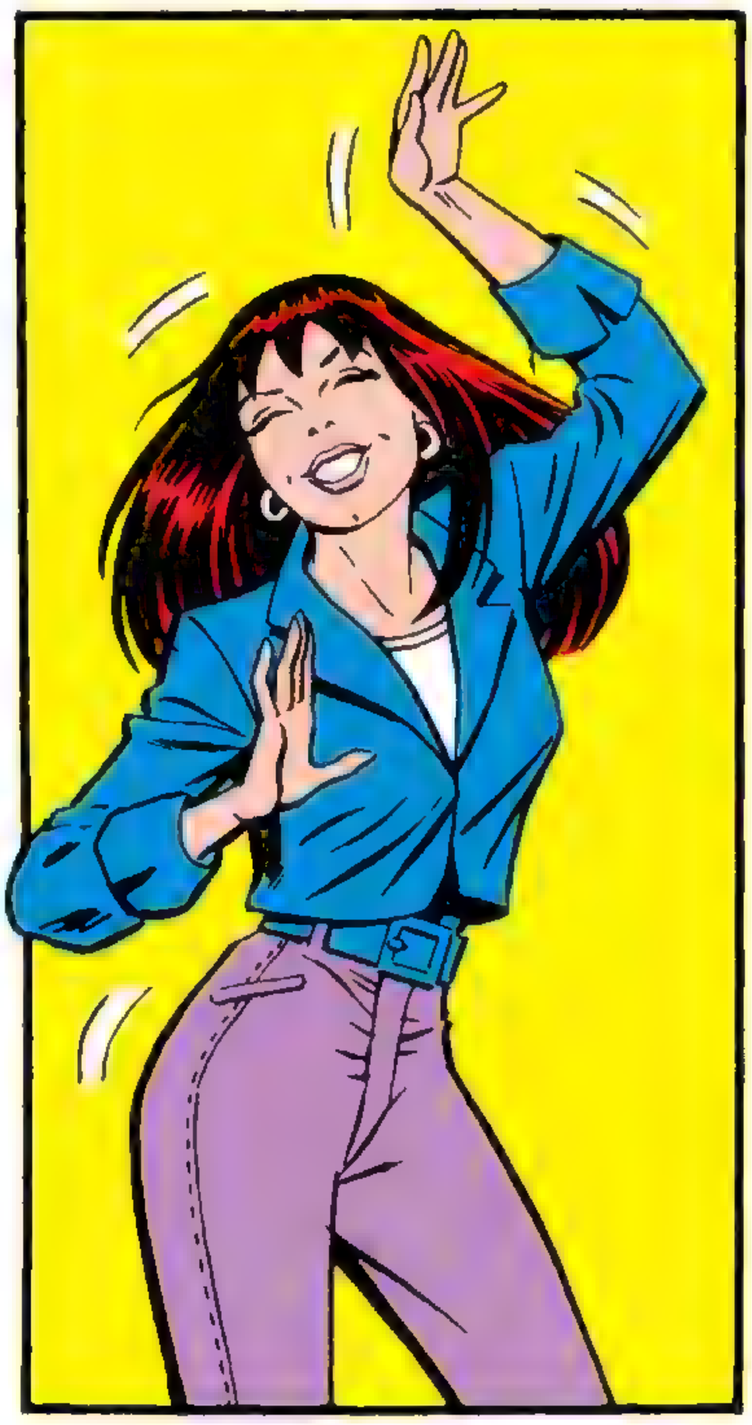
The next graphic novel in the series will be written by Gerry and penciled by his longtime SPIDER-MAN collaborator in the 1970s, **Ross Andru**. It will feature **Silver Sable**, and will take Spider-Man to the Black Forest in Germany. In fact, it is intended that the graphic novels will send Spider-Man to various exotic locales around the globe. Since these graphic novels will be sold in bookstores as well as comics shops, they are designed to appeal both to the audience that always reads SPIDER-MAN comic books and to an audience that may only see his adventures in the novels themselves. "It's not that it's going to be independent of the comics," says Gerry. "It's just that it's not going to be necessary to read the comics to read the graphic novels. It may be useful in the comics to read the graphic novels, though, because I'll probably end up making reference at some point to things that happen in the graphic novels."

Gerry asserts that he handles story material differently in the graphic novel format that he does in the regular SPIDER-MAN comic books. "The treatment of the origin in the graphic novel that I've done is substantially different than what I would have done in the comic. Maybe that's my own sense of limitation in the comic. But I really got into the psychology of the relationship in the origin story (in the graphic novel), whereas in the comic book, it would deal more with the surface actions of the characters. In this particular graphic novel I really concentrate on the inner lives first, and deal with the outer lives as an expression of the inner lives. So it's a slightly different emphasis. It's not so much that I'm doing more mature stories in the graphic novels as I'm going to be trying to deal with things on a more thorough level, just because it's a longer story and there's more room to deal with this kind of thing. The first one is about relationships, and how we're attracted to people, and why we're attracted to people, and the second one is about fear and how our fears tend to influence us even if we're not always aware of it."

In a way, this SPIDER-MAN graphic novel presents the relationship between Peter and Mary Jane from a very romatic point of view. "We never see the courtship," Gerry points out. "We see all the things up to the moment they meet for the first time, and the next (thing we see), they get married (laugh)! This is the ultimate romance, of course: they live happily ever after. In a way, if you think of Peter as **the Sleeping Beauty**, she kisses him and he wakes to a whole new life. In part it's because I was trying to get across the theory that there was a certain inevitability to their being together, and that working it out was the detail part. The details were stuff we didn't necessarily have to see. It was going to happen sooner or later, so we just go to when it happens. A friend of mine says that if a relationship is going to happen, absolutely nothing can stop it from happening. It's like predetermination."

When it was announced that Peter and Mary Jane were getting married, a number of fans thought this would be a mistake. Gerry Conway, however, definitely disagrees, and in this graphic novel you will see why. Speaking of the Peter-Mary Jane marriage, he says, "It's a real interesting dynamic, and that's why I think this is one of the few couples in comics that are actually more interesting as a couple than as two people who are pursuing each other. When Reed Richards married Sue Storm, it was like *boring* (laughs)! Because the big thing there was the pursuit. But when Peter married Mary Jane their dynamic really just started."

—Peter Sanderson



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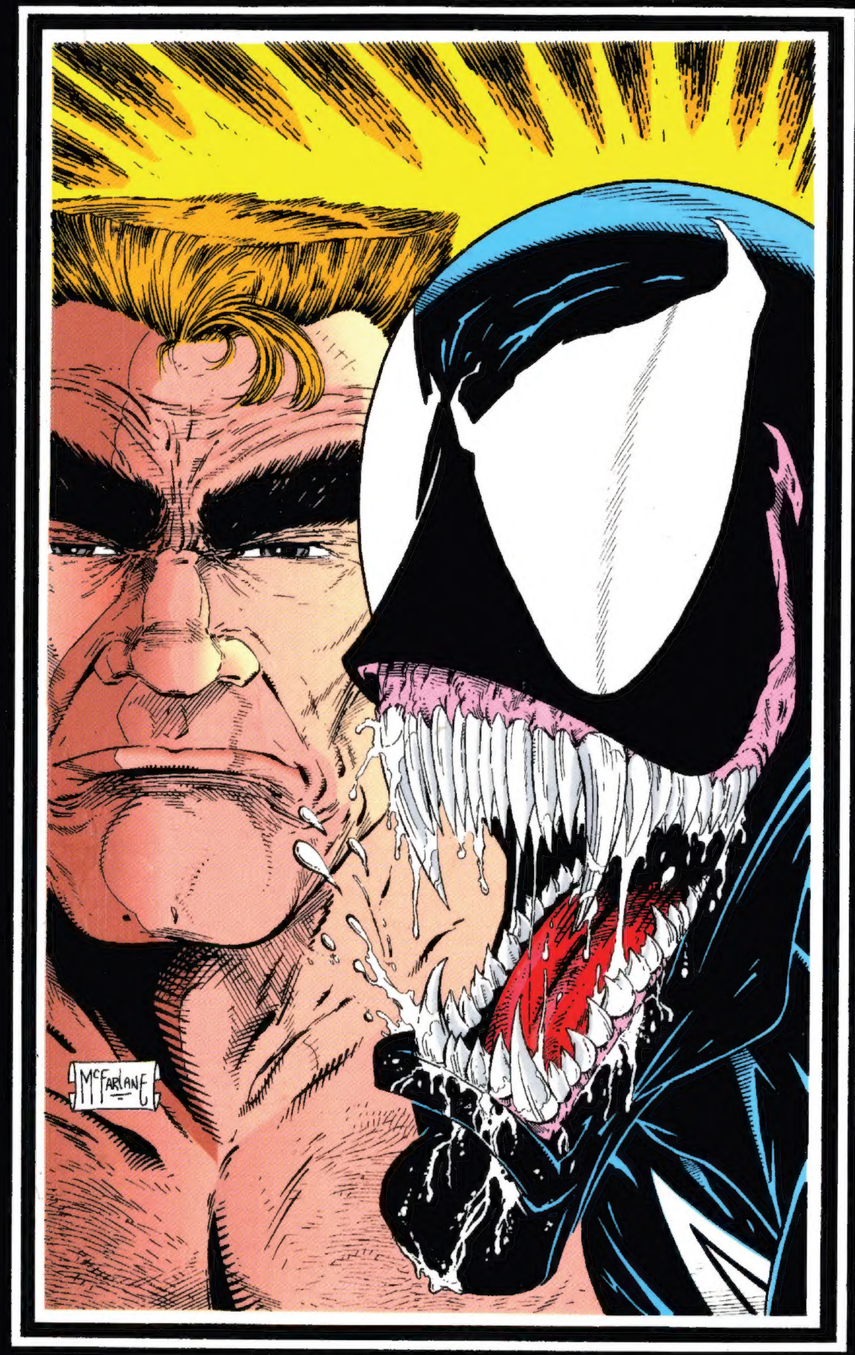

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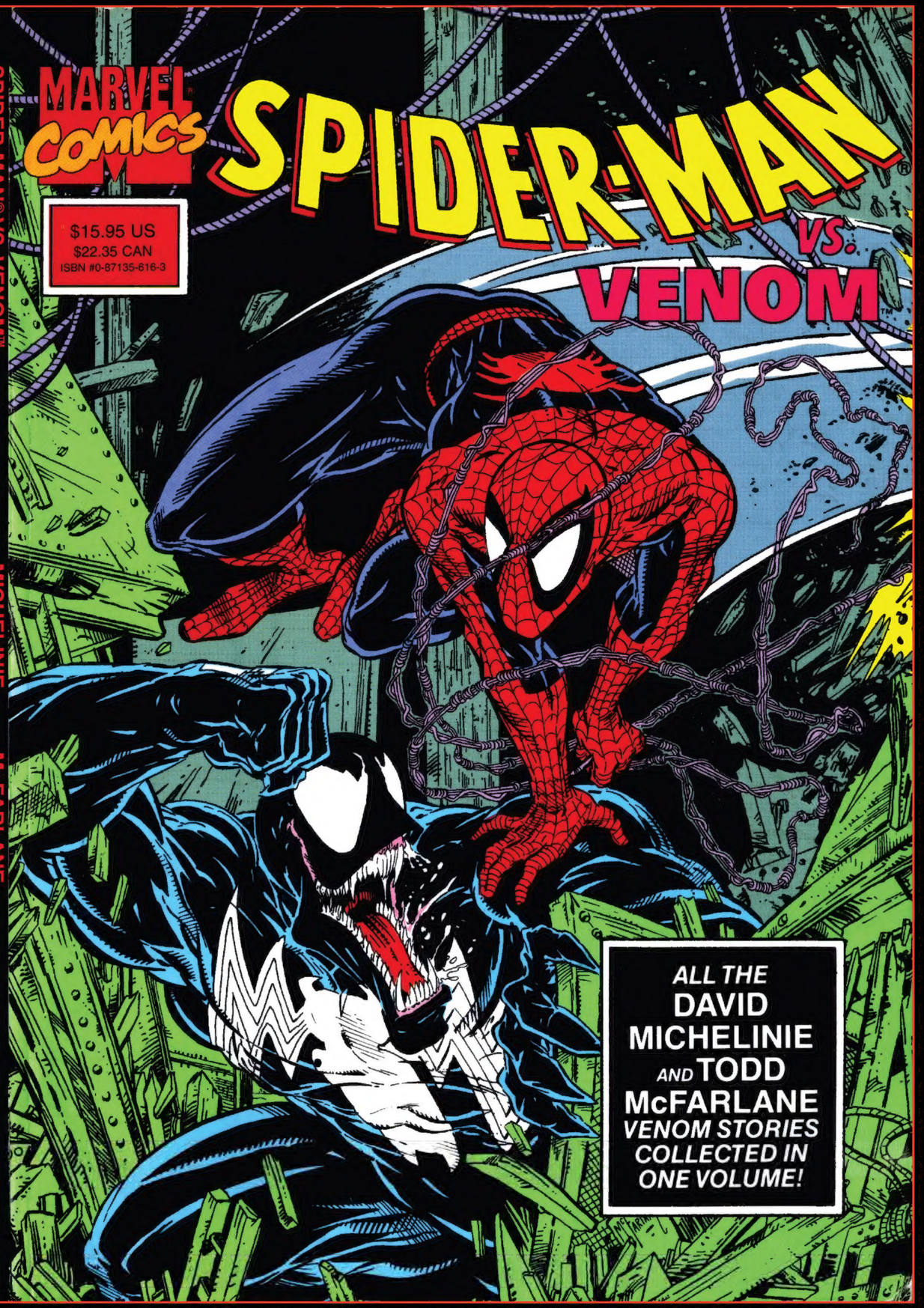

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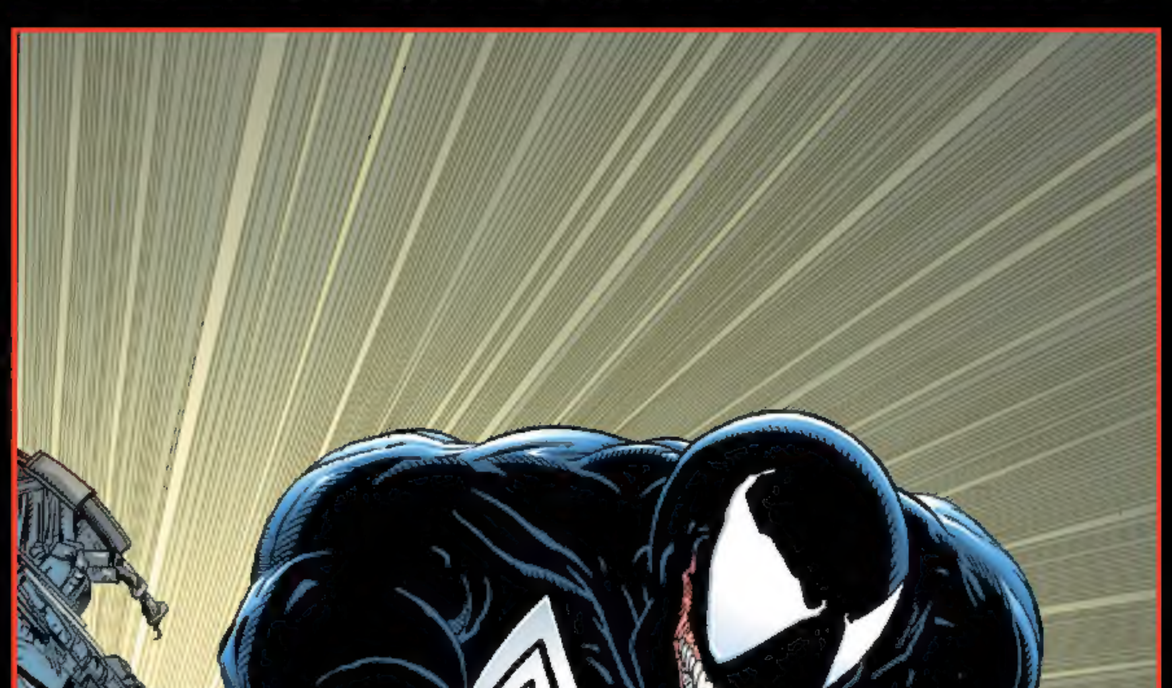

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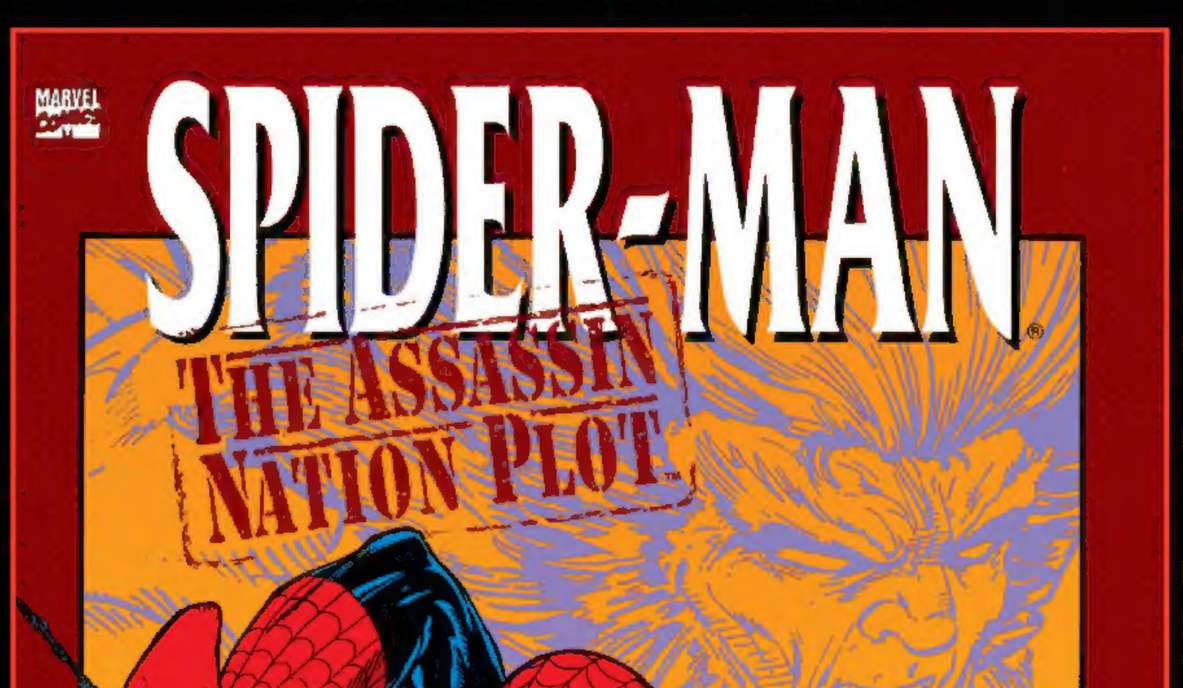

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